

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY

OF

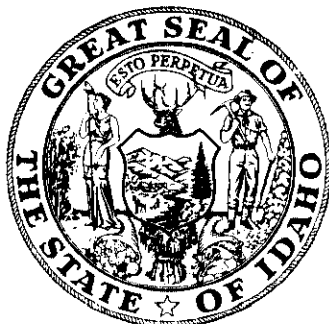
ABN AMRO INCORPORATED

File Number C 128114

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: March 23, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Amanda Hines*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED

99 MAR 23 AM 10:27

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

CLERK OF STATE
STATE OF IDAHO

- The name of the corporation is ABN AMRO Incorporated
- The name which it shall use in Idaho is N/A
- It is incorporated under the laws of New York
- Its date of incorporation is July 20, 1984
- The address of its principal office is 208 S. LaSalle St., Chicago, IL 60604
- The address to which correspondence should be addressed, if different from item 5, is N/A
- The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and its registered agent in Idaho at that address is CT Corporation

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Wilbert A. Thiel</u>	<u>Pres., CFO, Dir.</u>	<u>208 S. LaSalle, Chicago, IL 60604</u>
<u>Robert Reeves</u>	<u>Treasurer</u>	<u>1325 Avenue of Americas, NY, NY 10019</u>
<u>John M. Kramer</u>	<u>Secretary</u>	<u>208 S. LaSalle St., Chicago, IL 60604</u>
<u>Harrison Tempest</u>	<u>Chairman</u>	<u>208 S. LaSalle St., Chicago, IL 60604</u>
<u>Earis Chesley</u>	<u>Vice-Chairman, Dir.</u>	<u>208 S. LaSalle St., Chicago, IL 60604</u>

Dated: March 19, 1999

ABN AMRO Incorporated
(Corporation name)

By [Signature]

Its Secretary
(specify capacity of signer)

Customer Acct # :
(if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE
03/23/1999 09:00
CK: 3007 CT: 68028 BM: 199754

1 @ 100.00 = 100.00 AUTH PRO # 2

C 128114

03/23/1999 09:00

**State of New York } ss:
Department of State**

I hereby certify, that the certificate of incorporation of ABN AMRO INCORPORATED was filed on 07/20/1984, under the name of ABN INTERNATIONAL CAPITAL MARKETS CORPORATION, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment ABN INTERNATIONAL CAPITAL MARKETS CORPORATION, changing name to ABN CAPITAL MARKETS CORPORATION, was filed 12/14/1988.

A Certificate of Amendment ABN CAPITAL MARKETS CORPORATION, changing name to ABN AMRO SECURITIES (USA) INC., was filed 01/10/1991.

A Certificate of Amendment ABN AMRO SECURITIES (USA) INC., changing name to ABN AMRO CHICAGO CORPORATION, was filed 01/02/1997.

A Certificate of Amendment ABN AMRO CHICAGO CORPORATION, changing name to ABN AMRO INCORPORATED, was filed 01/15/1998.



Witness my hand and the official seal of the Department of State at the City of Albany, this 17th day of March one thousand nine hundred and ninety-nine.

A handwritten signature in cursive script, appearing to read "J. Leub", written in black ink.

Special Deputy Secretary of State