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Correspondent Name and Address Area Code and Telephone Number (202) 861-3900						
Name	Jan	ice W. Housey				
Address (line 1)	Pip	er Marbury Rudnick & Wolfe I	LLP			
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To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.						
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PAGE 1

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION TO A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "BT ALEX. BROWN INCORPORATED", CHANGING ITS NAME FROM "BT ALEX. BROWN INCORPORATED" TO "DB ALEX. BROWN LLC" FILED IN THIS OFFICE ON THE THIRD DAY OF DECEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

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Edward J. Freel, Secretary of State 0118842

AUTHENTICATION:

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CERTIFICATE OF CONVERSION FROM A CORPORATION TO A LIMITED LIABILITY COMPANY PURSUANT TO SECTION 266 OF THE DELAWARE GENERAL CORPORATION LAW

- The name of the corporation is BT Alex. Brown Incorporated and the name under 1. which the corporation was originally incorporated is BT Securities Corporation.
- 2. The date of filing of its original Certificate of Incorporation with the Secretary of State was June 6, 1985.
- The name of the Limited Liability Company into which BT Alex. Brown 3. Incorporated shall be converted as set forth in the Certificate of Formation is "DB Alex. Brown LLC."
- The conversion of BT Alex. Brown Incorporated into DB Alex. Brown LLC has 4. been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
- The Certificate of Conversion shall be effective as of the close of business on 5. December 3, 1999.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion of BT Alex. Brown Incorporated as of this 3rd day of December, 1999.

BT Alex. Brown Incorporated

P.J. Gavenda

Title: Chief Financial Officer and Vice President

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State of Delaware

PAGE :

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "DB ALEX. BROWN LLC" FILED IN THIS OFFICE ON THE THIRD DAY OF DECEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.



Edward J. Freel, Secretary of State

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AUTHENTICATION:

0118842

DATE: 12-06-99 TRADEMARK

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CERTIFICATE OF FORMATION

of

DB ALEX. BROWN LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto), hereby certifies that:

- 1. The name of the limited liability company is DB Alex. Brown LLC (the "Company").
- 2. The address of the Company's registered office in the State of Delaware is c/o Corporation Trust Center, 1299 Orange Street, in the City of Wilmington. County of New Castle, 1980). The name of the Company's registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of DB Alex. Brown LLC as of this 3rd day of December, 1999.

I.I. Gayenda

Chief Financial Officer & Vice President

AN ANTHORIZED PERSON

LIMINASTEL,1

** TOTAL PAGE.05 **