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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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CORPORATION(S) NAME

AXA Distribution Holding Corporation

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -3 PM 12: 51

(x) Profit ( ) Nonprofit	( ) Amendment	( ) Merger
(x) Foreign	( ) Dissolution/Withdrawal ( ) Reinstatement	( ) Mark
( ) Limited Partnership ( ) LLC	( ) Annual Report ( ) Name Registration ( ) Fictitious Name	( ) Other ( ) Change of RA ( ) UCC
(x) Certified Copy	( ) Photocopies	( ) CUS
( ) Call When Ready (x) Walk In ( ) Mail Out	( ) Call If Problem ( ) Will Wait	( ) After 4:30 (x) Pick Up

6

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name
Availability__________ 12/31/99
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Acknowledgement_____
W.P. Verifier__________

BK 1/3/00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. AXA DISTRIBUTION HOLDING CORPORATION
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 13-4078005
(FEI number, if applicable)

4. August 9, 1999
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

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6. September 21, 1999
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 1290 AVENUE OF THE AMERICAS, NEW YORK, NEW YORK 10104
(Current mailing address)

8. To act as a holding company for AXA ADVISORS, LLC and AXA NETWORK, LLC
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CT CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD

PLANTATION, Florida, 33324
(Zip Code)

10. Registered agent acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Connie Bryan
(Registered agent's signature) (Officer)

Connie Bryan, Special Asst. Secy.
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: ______________________________

Address: ______________________________

SEE ATTACHED LIST

Vice Chairman: ______________________________

Address: ______________________________

____

Director: ______________________________

Address: ______________________________

____

Director: ______________________________

Address: ______________________________

____

B. OFFICERS

President: ______________________________

Address: SEE ATTACHED LIST

____

Vice President: ______________________________

Address: ______________________________

____

Secretary: ______________________________

Address: ______________________________

____

Treasurer: ____________________

Address: ____________________

____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Pauline Sherman

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

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14. PAULINE SHERMAN, SECRETARY

(Typed or printed name and capacity of person signing application)

AXA DISTRIBUTION HOLDING CORPORATION

DIRECTORS

Name	Business Address
Edward D. Miller	1290 Avenue of the Americas New York, New York 10104
Michael Hegarty	1290 Avenue of the Americas New York, New York 10104
Stanley B. Tulin	1290 Avenue of the Americas New York, New York 10104

AXA DISTRIBUTION HOLDING CORPORATION

OFFICERS

Name	Title	Business Address
Edward D. Miller	Chairman of the Board and CEO	1290 Avenue of the Americas New York, New York 10104
Michael Hegarty	President and COO	1290 Avenue of the Americas New York, New York 10104
Stanley B. Tulin	Vice-Chairman of the Board, CFO and Treasurer	1290 Avenue of the Americas New York, New York 10104
Pauline Sherman	Secretary	1290 Avenue of the Americas New York, New York 10104

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AXA DISTRIBUTION HOLDING CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -3 PM 12:51

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0169279

DATE: 12-29-99