F00000007272

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 12/29

Corporation(s) Name

PFPC Inc.

FILED
00 DEC 29 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(X)Profit	( )Amendment	( )Merger
( )Nonprofit		
(X)Foreign	( )Dissolution	( )Mark
( )LLC	( )Withdrawal	
( )Limited Partnership	( )UBR	( )Other
( )Reinstatement	( )Fititious Name	( )Ch. RA
( )UCC ( ) 1 or ( ) 3		

***Special Instructions** (Q

400003517334--9
-01/02/01--01002--004
*****70.00 *****70.00

( )Certified Copy	( )Photocopies	( )CUS
( )arts/ameds/mergers ( ) Other-See Above		
(XXX)Walk in	(XXX)Pick-up	( )Will Wait

Please Return Filed Stamped Copies To:

Carol Clark

Thank You!

JK
12/29

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:

FILED
00 DEC 29 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. PFPC Inc.
(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. Massachusetts
(State or country under the law of which it is incorporated)

3. 04-3173564
(FEI number, if applicable)

4. 01/02/1985
(Date of incorporation)

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

6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 400 Bellevue Parkway, Wilmington, Delaware 19809
(Principal office address)

400 Bellevue Parkway, Wilmington, Delaware 19809
(Current mailing address)

8. To provide back office support services to mutual funds and other co-mingled investment vehicles
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. **Registered agent's 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 obligations of my position as registered agent.

C T Corporation System

By: Korri A Behler
(Registered agent's signature)
KORRI A. BEHLER
Special Assistant Secretary

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 business addresses of officers and/or directors:**

FILED
00 DEC 29 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: SEE ATTACHED LIST

Address: ______

Vice Chairman: ______

Address: ______

Director: ______

Address: ______

Director: ______

Address: ______

B. OFFICERS

President: SEE ATTACHED LIST

Address: ______

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

14. Christopher S. Conner, Assistant Secretary
(Typed or printed name and capacity of person signing application)

FILED
00 DEC 29 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PFPC INC.
400 Bellevue Parkway
Wilmington, Delaware 19809

OFFICERS:

J. Richard Carnall	-	Chairman, Chief Executive Officer and President
John J. Andaloro	-	Executive Vice President and Chief Administrative Officer
Stephen M. Wynne	-	Executive Vice President
Clayton H. Burton, III	-	Executive Vice President
Susan S. Miley	-	Executive Vice President, General Counsel, Secretary and Clerk
Robert J. Perlsweig	-	Executive Vice President
Nicholas M. Marsini, Jr .	-	Senior Vice President, Chief Financial Officer and Treasurer
Richard Lucas	-	Senior Vice President
Joseph T. Gramlich	-	Senior Vice President
Michael M. Kilroy	-	Senior Vice President and Chief Human Resources Officer
Joseph A. Platt	-	Senior Vice President
Steven Turowski	-	Senior Vice President
Joan Kehoe	-	Senior Vice President
Douglas D. Castagna	-	Vice President, Controller and Assistant Treasurer
Joseph Bawiec	-	Vice President and Assistant Treasurer
Christopher S. Conner	-	Assistant Secretary and Assistant Clerk

DIRECTORS:

John J. Andaloro
J. Richard Carnall
Nicholas M. Marsini, Jr.
Stephen M. Wynne

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

FILED
00 DEC 29 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

William Francis Galvin
Secretary of the
Commonwealth

December 21, 2000

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

PFPC INC

is a domestic corporation organized on **January 2, 1985**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days <u>after</u> the effective date of the merger or consolidation.