

CT CORPORATION

December 10, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5697499 WO
Customer Reference 1: None
Customer Reference 2: None

Dear Secretary of State, Florida:

Please file the attached:

Scudder Distributors, Inc. (DE)
Qualification
Florida

Please return a certified copy along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

FILED
02 DEC 10 PM 2: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED

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.

02 DEC 10 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Scudder Distributors, 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. Delaware

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

3. 36-3976708

(FEI number, if applicable)

4. 09/20/1994

(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. 222 South Riverside Plaza, Chicago, IL 60606

(Principal office address)

same

(Current mailing address)

Broker Dealer

8.

(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

(City)

, Florida 33324

(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:

(Registered agent's signature)

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

02 DEC 10 PM 2: 12

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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. Jonathan R. Baum, President

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

**SCUDDER DISTRIBUTORS, INC.
OFFICERS AND DIRECTORS**

FILED

02 DEC 10 PM 2:1

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>NAME</u>	<u>OFFICER TITLE</u>	<u>DIRECTOR</u>
Thomas F. Eggers 345 Park Avenue New York, NY 10154	Chairman	X
Jonathan R. Baum 345 Park Avenue New York, NY 10154	Chief Executive Officer and President	X
William F. Glavin Two International Place Boston, MA 02110	Vice President	X
James J. McGovern 60 Wall Street New York, NY 10005-2858	Chief Financial Officer and Treasurer	
Caroline Pearson Two International Place Boston, MA 02110	Secretary	
Linda J. Wondrack Two International Place Boston, MA 02110	Vice President and Chief Compliance Officer	
Susan K. Crawshaw 222 South Riverside Plaza Chicago, IL 60606	Vice President	
Scott B. David Two International Place Boston, MA 02110	Vice President	
M. Patrick Donovan Two International Place Boston, MA 02110	Vice President	
Robert Froehlich 222 South Riverside Plaza Chicago, IL 60606	Vice President	
Michael L. Gallagher 222 South Riverside Plaza Chicago, IL 60606	Vice President	
Michael E. Harrington 222 South Riverside Plaza Chicago, IL 60606	Vice President	

FILED

**SCUDDER DISTRIBUTORS, INC.
OFFICERS AND DIRECTORS, CONT'D**

02 DEC 0 PM 2: 1
SECRET
TALLAH
STAT
FLORNI

Dean Jackson Vice President
222 South Riverside Plaza
Chicago, IL 60606

Terrance S. McBride Vice President
222 South Riverside Plaza
Chicago, IL 60606

C. Perry Moore Vice President
222 South Riverside Plaza
Chicago, IL 60606

Johnston A. Norris Vice President
222 South Riverside Plaza
Chicago, IL 60606

Todd N. Gierke Assistant Treasurer
222 South Riverside Plaza
Chicago, IL 60606

Philip J. Collora Assistant Secretary
222 South Riverside Plaza
Chicago, IL 60606

Diane E. Ratekin Assistant Secretary
222 South Riverside Plaza
Chicago, IL 60606