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Florida Department of State
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Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FOREIGN PROFIT/NONPROFIT CORPORATION

MERCER ADVISORS INC.

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

8/25/08

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. Mercer Advisors Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 26-2459836
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 26, 2008 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 7201 East Princess Boulevard, Scottsdale AZ 85255
(Principal office address)

1801 E. Cabrillo Blvd., Santa Barbara CA 93108
(Current mailing address)

8. Business consulting services
(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 NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Corporation Service Company
By: Sue G. Knight
(Registered agent's signature) **Sue G. Knight as its agent**

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:

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A. DIRECTORS

Chairman: Jeffrey D. Lovell

Address: 2141 Roscerans Avenue, Suite 5150, El Segundo, California 90245

Vice Chairman: Jennings J. Newcom

Address: 2141 Roscerans Avenue, Suite 5150, El Segundo, California 90245

Director: Gene Dongieux

Address: 1801 E. Cabrillo Blvd., Santa Barbara, CA 93108

Director: David H. Barton

Address: 7201 East Princess Boulevard, Scottsdale, Arizona 85255

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SECRETARY OF STATE
TREASURY

B. OFFICERS

President: David H. Barton

Address: 7201 East Princess Boulevard, Scottsdale, Arizona 85255

Vice President: Howard L. Rochestic

Address: 1801 E. Cabrillo Blvd., Santa Barbara, California 93108

Secretary: Deborah Atwater-Robles

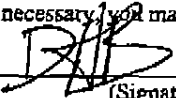
Address: 1801 E. Cabrillo Blvd., Santa Barbara, California 93108

Treasurer: Deborah Atwater-Robles

Address: 1801 E. Cabrillo Blvd., Santa Barbara, California 93108

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

13. _____



(Signature of Director or Officer listed in number 12 of the application)

14. David H. Barton, President

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERCER ADVISORS INC." 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-SECOND DAY OF AUGUST, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MERCER ADVISORS INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 2008.

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

SECRETARY OF STATE
TALLMANSSEE, DELAWARE

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6807954

DATE: 08-22-08