

**MANNING  
& NAPIER**

ADVISORS, INC.

*1100 Chase Square, Rochester, NY*

**F92000000997** *19604*

August 26, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300002629193--7  
-08/31/98--01136--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Manning & Napier Advisors, Inc.  
Document Number F92000000997

To Whom It May Concern:

Enclosed, please find the following in connection with our naming of Ms. Colleen Moore as the agent for service of process in our Florida Office:

1. A completed Statement of Change of Registered Office or Registered Agent or Both for Corporations
2. A check in the amount of \$35.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thank you for your attention in this matter. Please do not hesitate to contact me if you need further information or have questions.

Sincerely,

MANNING & NAPIER ADVISORS, INC.

*Jennifer L. Van Houten*  
Jennifer L. Van Houten  
Compliance Administrator

*RA chg,*

VS SEP 09 1998

Enclosures

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of New York submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida

1. The name of the corporation is: Manning & Napier Advisors, Inc.

2. The mailing address of the corporation is: 1100 Chase Square, Rochester, New York 14604

3. Date of incorporation/qualification: (FL) 12/1/92 Document number: F92000000997 (8)

4. The name and address of the current registered agent and office:

Linda Grasse
South Trust Plaza, 1800 Second Street, Suite 852
Sarasota, Florida 34236

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Colleen Moore
South Trust Plaza, 1800 Second Street, Suite 852
Sarasota, Florida 34236

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature of Linda Herrick]
(Signature of an officer, chairman or vice chairman of the board)

8/25/98
(Date)

Fonda L. Herrick, Corporate Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

[Signature of Colleen Moore]
(Signature of Registered Agent) Colleen Moore

8/21/98
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)