

F9200000997
MANNING
& NAPIER

ADVISORS, INC.

1100 Chase Square, Rochester, New York 14604, 716-325-6880, FAX: 325-5143

November 10, 1999

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

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-11/23/99--01042--003
*****35.00 *****35.00

Re: Manning & Napier Advisors, Inc.
Document Number F9200000997

To Whom It May Concern:

Enclosed, please find the following in connection with our naming of Ms. Gretchen Adrian as the agent for service of process in our Florida office:

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

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

FILED
99 NOV 23 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

Jennifer Van Houten GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Cover letter* file number
DATE *12-16-99*
DOC. EXAM *Anna Christ*

Investment Advisors For Over Twenty-Five Years



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ka chg*

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, NY 14604

3. Date of incorporation/qualification: (FL) 12/01/92 Document number: F92000000997(8)

4. The name and address of the current registered agent and office: Colleen Moore, South Trust Plaza, Suite 852, 1800 Second Street, Sarasota, FL 34236

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable) Gretchen Adrian, South Trust Plaza, Suite 852, 1800 Second Street, Sarasota, FL 34236

FILED 99 NOV 23 PM 2:30 SECRETARY OF STATE TALLAHASSEE FLORIDA

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 an officer, chairman or vice chairman of the board) Fonda L. Herrick (Date) 11/09/99

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 Registered Agent) Gretchen Adrian (Date) 11/04/99

Gretchen Adrian If signing on behalf of an entity: (Typed or Printed Name) (Capacity)