



1201 HAYS STREET
TAMPA, FL 33601
(813) 221-1111
(813) 221-1111

000-342-8006

ACCCJNT NO. : 072100000032

REFERENCE : 669775 869010

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 122.50

ORDER DATE : August 28, 1995

ORDER TIME : 8:59 AM

ORDER NO. : 669775

000001570838

CUSTOMER NO: 869010

CUSTOMER: Ms. Jennifer Connors - 869010
Prentice Hall Legal &
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

FOREIGN FILINGS

NAME: ABERDEEN FUND MANAGERS, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

RECEIVED
95 AUG 28 AM 10:09
DIVISION OF CORPORATION
SECRETARY OF STATE
95 AUG 28 PM 10:45

WRS/28



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1995

SUSAN DELGADO
MORGAN, LEWIS & BOCKIUS
200 S. BISCAYNE BLVD.
MIAMI, FL 33131-2339

The name ABERDEEN FUND MANAGERS, INC. has been reserved for 120 days beginning July 31, 1995. The reservation number is R95000003429 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 195A00035993

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Abordeen Fund Managers, 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. 51-0368279
(FEI number, if applicable)
4. 7-26-94
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Has not yet transacted business in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 22nd Floor, NationsBank Tower
Ft. Lauderdale, FL 33396
(Current mailing address)
8. Investment Advisors
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Ethan W. Johnson, Esq.
5300 First Union Financial Center
Office Address: 200 S. Biscayne Blvd.
Miami, Florida, 33131-2339
(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.
The Prentice-Hall Corporation System, Inc.
By: Ethan W. Johnson
(Registered agent's signature)
Ethan W. Johnson
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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Director: ~~Vice Chairman~~ James Leigh Pope

Address: 141 West Springfield Avenue

Philadelphia, PA 19118

Director: Beverley Hendry

Address: 14 Burnside Way

Balmodie, Aberdeenshire, Scotland AB23 8XW

Director: Martin James Gilbert

Address: 17 Rubislaw Don North

Aberdeen, Scotland AB2 4AL

B. OFFICERS

President: Martin James Gilbert

Address: 17 Rubislaw Don North

Aberdeen, Scotland AB2 4AL

Vice President: Beverley Hendry

Address: 14 Burnside Way

Balmodie, Aberdeenshire, Scotland AB23 8XW

Secretary: George Warren

Address: 103 Springer Bldg., 3411 Silverside Road

Wilmington, DE 19810

Assistant Treasurer: James Leigh Pope

Address: 141 West Springfield Avenue

Philadelphia, PA 19118

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

13.

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

14.

Beverley Hendry

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

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ABERDEEN FUND MANAGERS, 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 FIFTEENTH DAY OF AUGUST, A.D. 1995.





Edward J. Freel, Secretary of State

2374372 8300

950184838

AUTHENTICATION:

7608966

DATE:

08-15-95