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SUITE 800, EAST TOWER
5001 SPRING VALLEY ROAD
DALLAS, TX 75244-3942
972-991-4411
1-800-331-9999
FAX 972-991-4730

February 24, 1998

Florida Department of State
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-02/25/98--01065--001
****285.00 ****285.00

RE: Application for Certificate of Authority

Dear Secretary of State:

Enclosed is an application to obtain a Certificate of Authority for Heritage
Advisors, L.C.

The documents enclosed are:

- Application
- Consent to Appointment by Registered Agent
- Certificate of Good Standing from the state of Delaware
- A check for \$285.00 to cover all fees

Please return the Certificate of Authority in the Federal Express envelope
provided. Thank you.

Call me at 1-800-331-9999 if you have any questions, or need any additional
information. I appreciate your timely response.

Sincerely,

Claudia Olson

Claudia Olson
Administrator

Enclosures

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TALLAHASSEE, FLORIDA

M98-205

Name	<i>OK 34</i>
Availability	
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Heritage Advisors, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 62-1547797
(FEI number, if applicable)
4. 4/12/95
(Date of Organization)
5. 4/12/2045
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Filing date
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5001 Spring Valley Rd., #800E
Dallas, TX 75244
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Heritage Securities Corporation</u>	<u>[MGRM]</u>		
<u>16 New England Executive Park,</u>			
<u>Ste. 400, M/S 459</u>			
<u>Burlington, MA 01803</u>			

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 TALLAHASSEE, FLORIDA

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Heritage
Advisors, L.C. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 10,000 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____ ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 10,000 .
(This total includes amounts from 2 and 3 above.)

Heritage Advisors, LLC
BY: Heritage Securities Corp. as Mgr.
BY: T. Oliver Reid, as Sec. Mgr.
Heritage Securities Corp. as Managing Member
by: T. Oliver Reid as Sec. Treas.

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

T. Oliver Reid

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Heritage Advisors, L.C.

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System
(Name)

1200 South Pine Island Rd.
Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324
City/State/Zip

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OFFICE

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

**MICHAEL E. JONES
ASSISTANT SECRETARY**

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HERITAGE ADVISORS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8920183

DATE:

02-13-98