

m 99000000557



ACCOUNT NO. : 072100000032

REFERENCE : 204610 5048406

AUTHORIZATION : Patricia Pzyut

COST LIMIT : \$ 293.75

ORDER DATE : April 14, 1999

ORDER TIME : 9:59 AM

ORDER NO. : 204610-005

300002840193-0

CUSTOMER NO: 5048406

CUSTOMER: Marjorie Silverman, Esq
The Guardian Life Insurance
201 Park Avenue South

New York, NY 10003

FOREIGN FILINGS

NAME: PARK AVENUE SECURITIES LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/15/99
Availability	ccc
Document	XX
Examiner	XX
Updater	ccc
Updater	ccc
Verifier	ccc
Acknowledgement	DCC
W. P. Verifier	DCC

CONTACT PERSON: Angie Glisar

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

99 APR 15 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

99 APR 15 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

m 99000000557

6 pages

Park Avenue Securities LLC

List of Managers

Name	Business Address
Philip H. Dutter	29 Montgomery Rd., Greenwich, CT 06831
William C. Warren	Roberts & Holland, 825 8 th Ave., NY, NY 10019
Arthur V. Ferrara*	70 Baldwin Farms So., Greenwich, CT 06831
Leo R. Futia*	18 Interlaken Road, Greenwich, CT 06830
Joseph D. Sargent**	
Frank J. Jones**	
Gregory H. Webster**	

* Retired

**Business Address is Guardian Life Insurance Company of America,
7 Hanover Square, New York, New York 10004

FILED
99 APR 15 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of _____

Park Avenue Securities LLC certifies:

- 1) the above named limited liability company has at least one member;

- 2) the total amount of cash contributed by the member(s) is \$ 500,000 ;

- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 ;
(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 \$ 500,000 ;
(This total includes amounts from 2 and 3 above.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 APR 15 PM 1:30
FILED

Karen L. Olvany

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.)

Guardian Insurance & Annuity Company, Inc. (sole member)
by Karen L. Olvany, Assistant Secretary & Secretary Protem

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

Park Avenue Securities LLC

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

<u>Corporation Service Company</u> (Name)	SECRETARY'S TALLAHASSEE STATE FLORIDA	99 APR 15 PM 1:30
<u>1201 Hays Street</u> Florida street address (P.O. Box NOT ACCEPTABLE)		
<u>Tallahassee, FL 32301</u> City/State/Zip		

FILED

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.

Corporation Service Company

By: Vicki Schreiber

(Signature)

Vicki Schreiber, Asst. Vice Pres.

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PARK AVENUE SECURITIES LLC" 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 FOURTEENTH DAY OF APRIL, A.D. 1999.

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

FILED
99 APR 15 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2936156 8300

991145908



Handwritten signature of Edward J. Freel

9686154

04-14-99

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: