

ACCOUNT NO. : 072100000032

REFERENCE : 638416 4610560

COST LIMIT

: \$ 70.00

ORDER DATE: December 16, 1997

ORDER TIME : 10:39 AM

500002376335

ORDER NO. : 638416-005

CUSTOMER NO:

4610560

CUSTOMER: Howard Rosenberg, Legal Asst

Mayer Brown & Platt

Suite 3900

190 South Lasalle Street Chicago, IL 60603-3441

FOREIGN FILINGS

NAME:

MILLSTONE PORTFOLIO

MANAGEMENT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. Millstone Portfolio Management, 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 3. 22-3552568 (State or country under the law of which it is incorporated) (FEI number, if applicable)
4. Delaware [Date of Incorporation] [Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 101 Morgan Lane, Suite 180
Plainsboro, NJ 08536 © CAF (Current mailing address)
(Current mailing address)
8
investment Management Services
Investment Management Services (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Forda)
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Figrida) 9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: Corporation Service Company
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Figrida) 9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Comparation Service Company
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Figrida) 9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: Corporation Service Company Office Address: 1201 Hays Street Tallahassee Florida, 32301
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Figrida) 9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: Corporation Service Company Office Address: 1201 Hays Street
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Forda) 9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: Corporation Service Company Office Address: 1201 Hays Street Tallahassee Florida, 32301

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: (Street address ONLY- P.O. Box NOT acceptable)

A. I	DIRECTORS	(Street addres	s only- P	o.	Box NOT	'acceptable)
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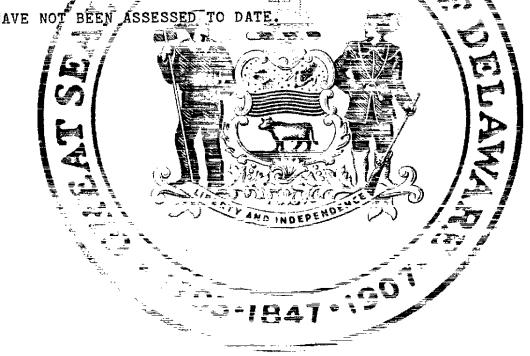
Chairman:	Philip L. Yang	
Address:	101 Morgan Lane, Suite 180	
	Plainsboro, NJ 08536	
Vice Chairman	l:	
Address:		
Director:		
Address:		
		
Director:		IVISIO 97 DI
Address:		
		8 CRE -
B. OFFICER	S (Street address only- P.O. Box NOT acceptable)	PM 1:
President:	John Zumbrunn	19 TE
Address:	101 Morgan Lane, Suite 180	
	Plainsboro, NJ 08536	
Vice President:	Philip Lipsky	
Address:	101 Morgan Lane, Suite 180	
	Plainsboro, NJ 08536	
Secretary:	Theresa C. Morris	
Address:	101 Morgan Lane, Suite 180	
	Plainsboro, NJ 08536	
Treasurer:	Theresa C. Morris	
Address:	101 Morgan Lane, Suite 180	
	Plainsboro, NJ 08536	
NOTE: If neces	ssary, you may attach an addendum to the application listing additions	al officers
and/or directors		
13.		
- 	(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of	the application.)
14. Phil	ip L. Yang, Chairman	
	(Typed or printed name and capacity of person signing applicati	on)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MILLSTONE PORTFOLIO MANAGEMENT, 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 SEVENTEENTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES



97 DEC | 8 PM |: | 9

Edward J. Freel, Secretary of State

AUTHENTICATION:

8816751

DATE:

12-17-97

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