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Document Number Only

CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301 Tel 850 222 1092 Fax 850 222 7615 Attn: Jeff Netherton

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CORPORATION(S) N	IAME			<u> </u>
J.P. Morgan Advisors l	inc.			9
				DO FEB 10
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT **BUSINESS IN FLORIDA**

14.2

REGISTER A F	NCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.	
1. J.P. Morgan A	Advisors Inc	^_
(Name of corp words or abbr	Advisors Inc. poration; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or reviations of like import in language as will clearly indicate that it is a corporation instead of a n or partnership if not so contained in the name at present.)	(A) 20 20 20 20 20 20 20 20 20 20 20 20 20
2. Delaware		12
	try under the law of which it is incorporated) (FEI number, if applicable)	i
4. 5/26/99		
	Date of incorporation) 5 Perpetual (Duration: Year corp. will cease to exist or "perpetual")	25 7 7
6 linon Ous	lification.	_
	rst transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)	
	N. V. I N. V. LOUR.	
7. 345 Park Avei	nue, New York, N.Y. 10154	:=1
	(Current mailing address)	
8. Investment adv		
(Purpose	e(s) of corporation authorized in home state or country to be carried out in state of Florida)	
9. Name and st	treet address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)	
Name:	C T Corporation System	127
Office Address:	1200 South Pine Island Road	
omio manega.		4
	Plantation , Florida, 33324	-
	(Zip code)	
10. Registered	agent's acceptance:	
with the provision.	ned as registered agent and to accept service of process for the above stated corporation at the place designated in I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply as of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept my position as registered agent. C T Corporation System Patrick A. Nolan	
	(Registered agent's signature) Assistant Secretary	
11. Attached is a concept of State which it is incorporate.	certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the ite, 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) FL019 - 9/2/99 CT System Online

A. DIRECTORS (Street address only - P.O. Box NOT acceptable) Chairman: Albert C. Bashawaty Address: 345 Park Avenue, New York, N.Y. 10154 Vice Chairman: Ramon De Oliveira-Cezar Address: 345 Park Avenue, New York, N.Y. 10154 Director: Joseph D. Regan Address: 345 Park Avenue, New York, N.Y. 10154 Director: _ Address: B. OFFICERS (Street address only - P.O. Box NOT acceptable) President: Albert C. Bashawaty Address: 345 Park Avenue, New York, N.Y. 10154 Vice President: Gail Inaba Address: 345 Park Avenue, New York, N.Y. 10154 Secretary: Gail Inaba Address: 345 Park Avnue, New York, N.Y. 10154 Treasurer: Kerri-Anne Bradin Address: 345 Park Avenue, New York, N.Y. 10154 NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) 14. Gail Inaba, Secretary and Vice President (Typed or printed name and capacity of person signing application)

State of Delaware Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF COMMERCE, DO HEREBY CERTIFY "J.P. MORGAN ADVISORS 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 EIGHTH DAY OF FEBRUARY, A.D. 2000.

AND_I_DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES

HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

02-08-00