

FOU000000775

Document Number Only

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

100003131041--9
-02/10/00--01063--024
*****78.75 *****78.75

CORPORATION(S) NAME

J.P. Morgan Advisors Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____ 02/10/00
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB 10 AM 11:55

RECEIVED

RECEIVED
DIVISION OF CORPORATIONS
00 FEB 10 PM 3:16

2/10/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 10 PM 3:16

1. J.P. Morgan Advisors Inc.

2. Delaware

3.

4. 5/26/99

5. Perpetual

6. Upon Qualification

7. 345 Park Avenue, New York, N.Y. 10154

8. Investment advice

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip code)

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.

CT Corporation System

(Registered agent's signature)

Patrick A. Nolan
Assistant Secretary

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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 Avenue, 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.

13. _____

(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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 10 PM 3:16

State of Delaware
Office of the Secretary of State

PAGE 1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 10 PM 3:16

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, 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

Edward J. Freel, Secretary of State

3048181 8300

001063893

AUTHENTICATION: 0245749

DATE: 02-08-00