

F00000002659

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 5/11

600003249656--8
-05/12/00--01004--006
*****70.00 *****70.00

Corporation(s) Name

Alliance Capital Management Corporation

☒ Profit	☐ Amendment	☐ Merger
☐ Nonprofit		
☒ Foreign	☐ Dissolution	☐ Mark
☐ LLC	☐ Withdrawal	
☐ Limited Partnership	☐ UBR	☐ Other
☐ Reinstatement	☐ Fictitious Name	☐ Ch. RA
☐ UCC ☐ 1 or ☐ 3		

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 11 AM 8:32

***Special Instructions**

☐ Certified Copy	☐ Photocopies	☐ CUS
☐ parts/amends/mergers ☐ Other-See Above		
☒ Walk in	☒ Pick-up	☐ Will Wait

RECEIVED
00 MAY 11 PM 4:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

File
1st

5/11

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.

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 MAY 11 AM 8:32

1. ALLIANCE CAPITAL MANAGEMENT CORPORATION

(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

(State or country under the law of which it is incorporated)

3. 13-3633538

(FEI number, if applicable)

4. 9/5/91

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. 5/1/2000

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1345 AVENUE OF THE AMERICAS

NEW YORK, NY 10105 C/O KENNETH BARKOFF

(Current mailing address)

8. INVESTMENT ADVISORY SERVICES

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

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.

C T Corporation System

Jonathan R. Giddings
Assistant Secretary

(Registered agent's signature)

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)

FL010 - 02/99 C T System Online

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: DAVE H. WILLIAMSAddress: 1345 AVENUE OF THE AMERICAS

Vice Chairman: _____

Address: _____

Director: BRUCE W. CALVERTAddress: 1345 AVENUE OF THE AMERICASDirector: JOHN D. CARIFAAddress: 1345 AVENUE OF THE AMERICAS**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: JOHN D. CARIFAAddress: 1345 AVENUE OF THE AMERICASVice President: KENNETH F. BARKOFFAddress: 1345 AVENUE OF THE AMERICASSecretary: DAVID R. BREWER, JRAddress: 1345 AVENUE OF THE AMERICASTreasurer: ANNE S. DRENNANAddress: 1345 AVENUE OF THE AMERICAS

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. _____

KENNETH F. BARKOFF , SENIOR VICE PRESIDENT

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 11 AM 8:32

Directors, Officers Report

Alliance Capital Management Corporation

Thursday, November 18, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 19 1999
11 AM 8-32

DIRECTORS

Dave H. Williams

Director
Chairman

Luis Javier Bastida

Director

Donald H. Brydon

Director

Bruce W. Calvert

Director

John D. Carifa

Director

Kevin C. Dolan

Director

Denis Duverne

Director

Alfred L. Harrison

Director

Herve Hatt

Director

Michael Hegarty

Director

Benjamin D. Holloway

Director

Edward D. Miller

Director

Peter D. Noris

Director

Frank Savage

Director

Stanley B. Tulin

Director

Reba White Williams

Director

Robert B. Zoellick

Director

Henri de Castries

Director

OFFICERS

Bruce W. Calvert

Vice Chairman and Chief Executive Officer

John D. Carifa

President & Chief Operating Officer

Alfred L. Harrison

Vice Chairman

John L. Blundin

Executive Vice President

Eric P. Johnson

Executive Vice President

Michael J. Laughlin

Executive Vice President

Wayne D. Lyski

Executive Vice President

James G. Reilly

Executive Vice President

Alden M. Stewart

Executive Vice President

Christopher M. Toub

Executive Vice President

Anne S. Drennan

Senior Vice President & Treasurer

Gerard J. Friscia

Senior Vice President & Controller

Robert H. Joseph, Jr.

Senior Vice President and Chief Financial Officer

David R. Brewer, Jr.

Senior Vice President, General Counsel & Secretary

Edmund P. Bergan, Jr.

Senior Vice President, Counsel, Assistant Secretary & Compliance Officer

Mark R. Manley

Senior Vice President, Counsel, Assistant Secretary & Compliance Officer

James J. Posch

Senior Vice President, Assistant General Counsel-International and Assistant Secretary

Jon R. Groom

Senior Vice President and Chief Administrative Officer - International

Robert G. Absey

Senior Vice President

Peter W. Adams

Senior Vice President

Peter Anastos

Senior Vice President

Andrew M. Aran

Senior Vice President

Edward D. Baker, III

Senior Vice President

Michael R. Baldwin

Senior Vice President

Gurudutt Baliga

Senior Vice President

Thomas J. Bardong

Senior Vice President

Kenneth F. Barkoff

Senior Vice President

Alliance Capital Management Corporation

Stephen M. Beinhacker	Senior Vice President
Norman S. Bergel	Senior Vice President
Denise C. Bernardo	Senior Vice President
William R. Biggane	Senior Vice President
Matthew D.W. Bloom	Senior Vice President
Eileen F. Cresham	Senior Vice President
Mark J. Cunneen	Senior Vice President
Albert J. DeGulis	Senior Vice President
Paul J. DeNoon	Senior Vice President
Joan M. DiCapua	Senior Vice President
Raphael L. Edelman	Senior Vice President
Norman M. Fidel	Senior Vice President
Cynthia L. Frick	Senior Vice President
Chris H Fuller	Senior Vice President
Vicki L. Fuller	Senior Vice President
F. Jeanne Goetz	Senior Vice President
Mark N. Gordon	Senior Vice President
Jane Mack Gould	Senior Vice President
Gina M. Griffin	Senior Vice President
Randall E. Haase	Senior Vice President
David P. Handke, Jr.	Senior Vice President
Syed J. Hasnain	Senior Vice President
Robert G. Heisterberg	Senior Vice President
Anthony Hoberman	Senior Vice President
Geoffrey L. Hyde	Senior Vice President
Nelson R. Jantzen	Senior Vice President
David E. Jerome	Senior Vice President
Thomas G. Kamp	Senior Vice President
Susan Keenan	Senior Vice President
Stephen S. Kelleher	Senior Vice President
John A. Koltes	Senior Vice President
Lawrence L. Kreicher	Senior Vice President
W. Theodore Kuck	Senior Vice President
Katalin E. Kutasi	Senior Vice President
Alan E. Levi	Senior Vice President
Laura Mah	Senior Vice President
Gerald T. Malone	Senior Vice President
Alison M. Martier	Senior Vice President
Mark A. Marxer	Senior Vice President
Scott E. McElroy	Senior Vice President
Corinne Molof Hill	Senior Vice President
Daniel K. Nordby	Senior Vice President
Jonathan H. Nye	Senior Vice President
R. Wayne Oliver	Senior Vice President
William E. Oliver	Senior Vice President
Raymond J. Papera	Senior Vice President
Walton D. Pearson	Senior Vice President
Douglas J. Peebles	Senior Vice President
Stephen W. Pelensky	Senior Vice President
Rosanne S. Peress	Senior Vice President
Jeffrey S. Phlegar	Senior Vice President
Daniel G. Pine	Senior Vice President
John E. Plym	Senior Vice President
Joseph E. Potter	Senior Vice President
Michael J. Reilly	Senior Vice President
Carter P. Reynolds	Senior Vice President
Paul C. Rissman	Senior Vice President
Sheryl A. Rothman	Senior Vice President
Charles B. Schaffran	Senior Vice President
Robert W. Scheetz	Senior Vice President

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
DO MAY 11 AM 8:32

Alliance Capital Management Corporation

Thomas A. Schmitt	Senior Vice President
Selig L. Sechzer	Senior Vice President
Joel G. Serebransky	Senior Vice President
Lawrence J. Shaw	Senior Vice President
Elizabeth Smith	Senior Vice President
Tyler J. Smith	Senior Vice President
Patricia C. Stuart	Senior Vice President
Francis X. Suozzo	Senior Vice President
Wayne C. Tappe	Senior Vice President
Janet A. Walsh	Senior Vice President
Sandra L. Yeager	Senior Vice President
Tara A. Yeager	Senior Vice President
Young W. Yoon	Senior Vice President
Alison Inafuku	Vice President & Counsel
James M. Liptrot	Vice President and Assistant Controller
Robert D. McManus	Vice President, Counsel & Assistant Secretary
Patricia L. Roer	Vice President & Counsel
Margaret Joy Adams	Vice President
L.I. Savitri Alex	Vice President
Gregory G. Allison	Vice President
Bruce K. Aronow	Vice President
Samir C. Arora	Vice President
Mark A. Attalienti	Vice President
Ellen A. Auburn	Vice President
William D. Baird	Vice President
James Barrineau	Vice President
Robert D. Bayer	Vice President
Elke E. Beigel	Vice President
Marla Bermack	Vice President
Martin A. Biegel	Vice President
Linda A. Bolton-Weiser	Vice President
John R. Bonczek	Vice President
Amy Bonoff	Vice President
Amy D. Boothe	Vice President
Mark H. Breedon	Vice President
Anthony Bruccoleri	Vice President
Kristen M. Burton	Vice President
Paul J. Byrne	Vice President
Noreen Cahalan	Vice President
Kevin T. Cannon	Vice President
Faye M. Carey	Vice President
J. Todd Carlson	Vice President
Nicholas D.P. Carn	Vice President
Chris H. Carter-Fuller	Vice President
Karen Casertano	Vice President
Sam M. D'Agostino	Vice President
Sarah M. Dimling	Vice President
Joseph Dona	Vice President
Christine M. Donnelly	Vice President
Barbara Anne P. Donovan	Vice President
David M. Dowden	Vice President
Gregory R. Dube	Vice President
Francis M. Dunn	Vice President
Heather Eastman	Vice President
Gregory D. Eckersley	Vice President
Christopher T. Edge	Vice President
David L. Edgerly	Vice President
Robert J. Felvinci	Vice President
James A. Ferguson	Vice President
Beth A. Ferraro	Vice President

FILED STATE
SECRETARY OF CORPORATIONS
00 MAY 11 AM 8:32

Alliance Capital Management Corporation

John H. Fogarty	Vice President
Andrew J. Frank	Vice President
Gregory B. Gaare	Vice President
Brad A. Gillman	Vice President
Aryeh Glatter	Vice President
Marshall L. Glick	Vice President
Debra L. Gordon-Ackerman	Vice President
David M. Goss	Vice President
Geoffrey C. Hauck	Vice President
Monica M. Hauck	Vice President
Alfred A. Henderson	Vice President
Erika Hibino	Vice President
Elizabeth Hill	Vice President
Fred H. Hoffman	Vice President
George R. Hrabovsky	Vice President
Jason R. Huemer	Vice President
Terrance T. Hults	Vice President
Marilyn B. Ibos	Vice President
Gary K. Johnson	Vice President
William D. Jones	Vice President
Douglas A. Karklin	Vice President
Ajai M. Kaul	Vice President
John J. Kelley	Vice President
James E. Kennedy	Vice President
Michael J. Keohane	Vice President
Thomas F. Keyes	Vice President
N. Kumar Kirpalani	Vice President
Christine Kligopoulos	Vice President
Paul D. Knudsvig	Vice President
David A. Kruth	Vice President
Daniel J. La Rochelle	Vice President
Samantha S. Lau	Vice President
Vivian W. Lee	Vice President
Matthew W.S. Lee	Vice President
Susanne M. Lent	Vice President
William F. Lind	Vice President
Joshua B. Lisser	Vice President
Basil P. Livanos	Vice President
Anita Loewy	Vice President
Angelo W. Lovallo	Vice President
Mark A. Luning	Vice President
Thomas R. Manley	Vice President
Paul Marentette	Vice President
Arthur R. Meehan	Vice President
Richard Menendez	Vice President
Richard R. Metz	Vice President
Judith A. Mezzacappa	Vice President
Kazuichi Mihara	Vice President
Noriko Miyoshi Momose	Vice President
Michael L. Mon	Vice President
Christopher M. Morgan	Vice President
Douglas A. Morse	Vice President
Eileen M. Murphy	Vice President
Matthew N. Murray	Vice President
Patricia Netter	Vice President
Jonathan H. Nye	Vice President
John J. Onofrio	Vice President
Kenneth G. Ostmann	Vice President
Bruce Ovitz	Vice President
Vita Marie Pike	Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 11 AM 8:32

Alliance Capital Management Corporation

John E. Plym	Vice President
Salvatore Raineri	Vice President
Joseph C. Rice	Vice President
Richard K. Ronan	Vice President
Sheryl A. Rothman	Vice President
William A. Rudowitz	Vice President
Howard D. Samborn	Vice President
Barbara L. Schnell	Vice President
Joel G. Serebransky	Vice President
Linda M. Shrader	Vice President
Stephanie A. Simon	Vice President
Kenneth D. Smalley	Vice President
Michael E. Sohr	Vice President
Gerri M. Sommers	Vice President
Anne E. Sorensen	Vice President
Khaldoon T. Sorour	Vice President
Thomas J. Stapleton	Vice President
Joseph F. Sumanski	Vice President
Howard J. Sze	Vice President
Pasquale E. Taddei	Vice President
Win Thin	Vice President
Laura U. Thomas	Vice President
Douglas J. Toback	Vice President
Christopher J. Toole	Vice President
Thanh Tran	Vice President
Annie C. Tsao	Vice President
Michael A. Valentino	Vice President
Jean-Francois Van de Walle	Vice President
Janet A. Walsh	Vice President
David E. Weingast	Vice President
Steven R. Weller	Vice President
Patricia M. Wilkerson	Vice President
Christian G. Wilson	Vice President
James R. Wilson	Vice President
Edwin M. Witham	Vice President
Anthony V. Xuereb	Vice President
Paul A. Zoschke	Vice President
Aileen M. Doherty	Assistant Vice President
	Assistant Counsel
Paul A. Anzalone	Assistant Vice President
M. Eileen Armstrong	Assistant Vice President
Craig T. Ayers	Assistant Vice President
Timothy J. Bacik	Assistant Vice President
Eileen M. Battle	Assistant Vice President
Brendan Bruce	Assistant Vice President
Catheryn L. Caprio	Assistant Vice President
Pamela S. Carpenter	Assistant Vice President
Kenneth T. Carty	Assistant Vice President
Rachel V. Caruso	Assistant Vice President
Jean Chan	Assistant Vice President
Michelle H. Chan	Assistant Vice President
John F. Chiodi, Jr.	Assistant Vice President
Kevin W. Clark	Assistant Vice President
Anamarie C. Clemente	Assistant Vice President
Lori A. Cole	Assistant Vice President
Maria Cona	Assistant Vice President
Thomas R. Conway	Assistant Vice President
Steven L. Coslick	Assistant Vice President
John W. Cronin	Assistant Vice President
Nancy M. D'Ambrosio	Assistant Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 11 AM 8:32

Glenn Dames
Liliana C. Dearth
Eric S. Dreier
Jan C. Eckstrom
Charles K. Ellis
William J. Fagan
Robert A. Failla
Regina H. Flynn
Teo Filo Fong
Herbert S. Fox
Paul Y.M. Fromageot
Joseph Giesken
Pamela Gilfond
Robert H. Ginsberg
Ainsley R. Gordon
Lev I. Gordon
Nicole M. Goudey
David R. Greenebaum
Alan Halfenger
Philip S. Halpern
Donald P. Heckman
Lesley S. Hendrickson
Richard B. Herskowitz
Alan J. Horowitz
Barry Howard
Natalia P. Huevoz
Natalia P. Huevoz
Valerie Hugo
Meredith B. Kane
Mitchell S. Kang
Deirdre M. Kehoe
Carol A. Kilbey
Michael J. King
Nanette Korn
Joseph R. LaSpina
Robert J. LeClair
Naomi R. LeRoy
Maureen Lee
William P. Lee
Heng-Kuang Lin
Man Chui Louie
Lawrence Lubitz
Brenda V. Lynch
Rajendra Marathe
Richard L. Marshall, Jr.
Regi G. Mathews
Michael J. Maye
Gwendolyn M. Mays
Elaine M. Michels
Rosalie Mignano
Vicki L. Moton
Linda D. Neil
Christopher H. Nikolich
Stephanie J. Ohl
Susan E. Olifiers
Michael C. Oliveira
William J. Olohan
Eva Paprocki
Susan (Seebach) Peterson
Robert E. Powers

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 11 AM 8:32

Kim L. Price
Rosanne Proga
Niki Rambias
Carol M. Rappa
Eden C. Reeves
Sarah E. Ringle
Jeffrey J. Rocque
Marnie L. Rosen
Anne T. Rosenthal
Alan G. Rubinstein
Karen L. Rudnick
David E. Russell
Marikit C. Salcedo
Richard H. Schnell
Jill A. Smith
Hunsur K. Sriprasad
Ellen A. Stahl
M. Ellen Stapleton
Todd C. Sundheimer
Peter A. Swetz
Isabelle Tranchina
Tahir Uddin
Carmine M. Vitolo
Martha D. Volcker
Dehui Weng
Jeffrey C. Western
Corinne S. Whelan
Karen D. Winston
Glen B. Yee
Steve Yu
Roger Y. Zhu

[illegible]

RECEIVED
DIVISION OF CORPORATIONS
MAY 11 AM 8:32

State of Delaware
Office of the Secretary of State

PAGE 1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 11 AM 8:32

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLIANCE CAPITAL MANAGEMENT CORPORATION" 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 TENTH DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



Edward J. Freel
Edward J. Freel, Secretary of State

2272830 8300

AUTHENTICATION:

0429183

001237372

DATE:

05-10-00