



THE UNITED STATES
CORPORATION
COMPANY

FO 1000001245

ACCOUNT NO. : 072100000032

REFERENCE : 066064 4341762

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia P. [signature]

ORDER DATE : March 5, 2001

ORDER TIME : 10:16 AM

ORDER NO. : 066064-005

CUSTOMER NO: 4341762

4000003802384--8

CUSTOMER: Pat Junker, Legal Assistant
Klett Rooney Lieber &
40th Floor
One Oxford Centre
Pittsburgh, PA 15219

FILED
01 MAR -6 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: INVESMART ADVISORS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
01 MAR -6 AM 11:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: 3/6

**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. Invesmart Advisors, 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. 25-1859547
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 11, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Suite 211, Penn Center West, Building Six, Pittsburgh, PA 15276
(Principal office address)
- Same
(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: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

By: Lisa B. Mulligan

(Registered agent's signature)

Lisa Mulligan, Assistant Vice President

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.

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SECRETARY OF STATE

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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. James Bartoszewicz, President

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

INVESMART ADVISORS, INC.**EXHIBIT A**

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TALLAHASSEE, FLORIDA

SCHEDULE OF OFFICERS AND DIRECTORS:

NAME	TITLE	ADDRESS
James Bartoszewicz	Director	Penn Center West, Building Six Suite 211 Pittsburgh, PA 15276
Mark R. Gensheimer	Director	Penn Center West, Building Six Suite 211 Pittsburgh, PA 15276
Christian Echavarria	Director	Penn Center West, Building Six Suite 211 Pittsburgh, PA 15276
James Bartoszewicz	President	Penn Center West, Building Six Suite 211 Pittsburgh, PA 15276
Charley Kennedy	Secretary	Penn Center West, Building Six Suite 211 Pittsburgh, PA 15276
Nicola Battaglia	Treasurer	Penn Center West, Building Six Suite 211 Pittsburgh, PA 15276
Lynn Mangan	Vice President	312 Plum Street, Suite 1200 Cincinnati, OH 45202
Richard L. Simpson	Vice President	24610 Detroit Road Teal Place, Suite 2000 Cleveland, OH 44145
Joseph Gordon	Vice President	3101 Industrial Drive, Suite 204 Raleigh, NC 27609
Mort Hight	Vice President	3101 Industrial Drive, Suite 204 Raleigh, NC 27609

NAME	TITLE	ADDRESS
John Griffith	Vice President	Three Gateway Center 21 st Floor Pittsburgh, PA 15222
John McGlothlin	Vice President	11130 Jollyville Road, Suite 100 Austin, TX 78759
Erick Daley	Vice President	1215 Fourth Avenue, 12 th Floor Seattle, WA 98161
Chris Glomb	Vice President	240 E. Hacienda Avenue Campbell, CA 95088
Clark Frese	Vice President	4550 Lena Drive Mechanicsburg, PA 17055
David Kirkeby	Vice President	1244 Kaumualii Street Honolulu, HI 96816
Charmaine Balok	Vice President	2201 Coronation Boulevard Suite 220 Charlotte, NC 28227

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INVESMART 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 FIFTH DAY OF MARCH, A.D. 2001.

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

FILED
01 MAR -6 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3175813 8300

AUTHENTICATION: 1004140

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DATE: 03-05-01