

F04000004314

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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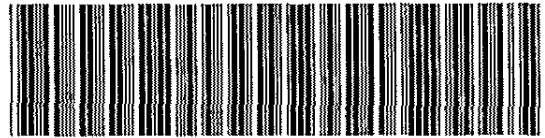
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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07/28/04--01025--025 **78.75

RECEIVED
04 JUL 28 AM 11:21
DIVISION OF CORPORATION

FILED
2004 JUL 28 PM 1:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUL 28 2004

CT CORPORATION

July 28, 2004

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
2004 JUL 28 PM 1:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Order #: 6156784 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Morgan Stanley Investment Advisors Inc. (DE)
Qualification
Florida

Please return a good standing certificate along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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
JUL 28 PM 1:15
TALLAHASSEE, FLORIDA

1. Morgan Stanley Investment Advisors Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 13-3680016
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 22, 1992 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(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. 1221 Avenue of the Americas, New York, NY 10020-1008
(Principal office address)
Morgan Stanley Investment Advisors Inc., c/o Van Kampen Tax Department
One Parkview Plaza, 4th Floor, Oakbrook Terrace, IL 60181-5555
(Current mailing address)
8. Investment Advisory Activities
(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
(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.

C T Corporation System
By: [Signature]
(Registered agent's signature)
Assistant Secretary
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 business addresses of officers and/or directors:

A. DIRECTORS

~~XXXXXX~~ Chairman: Director: Mitchell M. Merin

Address: 1221 Avenue of the Americas, New York, NY 10020

~~Vice Chairman~~ Director: Barry Fink

Address: 1221 Avenue of the Americas, New York, NY 10020

Director: Ronald E. Robison

Address: 1221 Avenue of the Americas, New York, NY 10020

Director:

Address:

B. OFFICERS

President: Mitchell M. Merin

Address: 1221 Avenue of the Americas, New York, NY 10020

~~Vice President~~ Executive Director: Stefanie V. Chang Yu

Address: 1221 Avenue of the Americas, New York, NY 10020

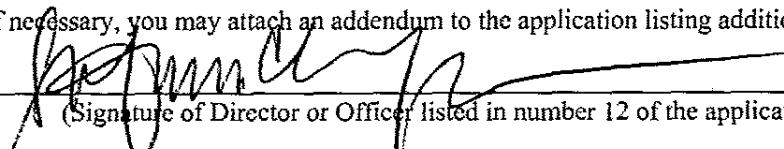
Secretary: Barry Fink

Address: 1221 Avenue of the Americas, New York, NY 10020

Treasurer: Alexander Frank

Address: 1585 Broadway, New York, NY 10036

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Stefanie V. Chang Yu, Executive Director
(Typed or printed name and capacity of person signing application)

Delaware

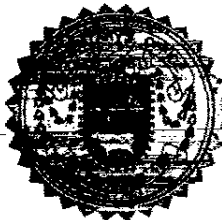
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORGAN STANLEY INVESTMENT 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 TWENTY-SEVENTH DAY OF JULY, A.D. 2004.

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.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2304426 8300

AUTHENTICATION: 3257475

040548352

DATE: 07-27-04