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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**FOREIGN PROFIT QUALIFICATION**

BB&T Asset Management, Inc.

|                       |            |
|-----------------------|------------|
| Certificate of Status | 0          |
| Certified Copy        | 0          |
| Page Count            | 05         |
| Estimated Charge      | \$1,220.00 |

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**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. BB&T Asset Management, 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. North Carolina**

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

**3. 03-0380865**

(FEI number, if applicable)

**4. 03/01/2002**

(Date of incorporation)

**5. Perpetual**

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

**6. 07/19/2004**

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

**7. 111 2nd Avenue NE, Saint Petersburg, Florida 33701-3434**

(Principal office address)

434 Fayetteville Street Mall, 5th Floor Raleigh NC 27601-1701

(Current mailing address)

**8. \_\_\_\_\_**

(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 NOT acceptable)**

Name: CT 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.*

CT Corporation System

By: Dale W. Morris

DALE W. MORRIS

ASSISTANT VICE PRESIDENT

(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 business addresses of officers and/or directors:**

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*See addendum for complete list*

**A. DIRECTORS**

Chairman: Keith Kariawish (Director)

Address: 434 Fayetteville Street Mall, 5th Floor Raleigh NC 27601-1701

Vice Chairman: David Arthur (Director)

Address: 434 Fayetteville Street Mall, 5th Floor Raleigh NC 27601-1701

Director: Ken Miller (Chairman)

Address: 200 West Second Street, Winston Salem NC 27101

Director: Jeff Schappe

Address: 434 Fayetteville Street Mall, 5th Floor Raleigh NC 27601-1701

**B. OFFICERS**

President: Keith Kariawish

Address: 434 Fayetteville Street Mall, 5th Floor Raleigh NC 27601-1701

Vice President: Paul Palermo (CFO)

Address: 434 Fayetteville Street Mall, 5th Floor Raleigh NC 27601-1701

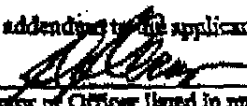
Secretary: Clint Ward

Address: 434 Fayetteville Street Mall, 5th Floor Raleigh NC 27601-1701

Treasurer: Paul Palermo (CFO)

Address: 434 Fayetteville Street Mall, 5th Floor Raleigh NC 27601-1701

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

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

14. Paul Palermo Chief Financial Officer  
(Typed or printed name and capacity of person signing application)

**Organization Direct Owners and Executive Officers**

|                              |                                                    |
|------------------------------|----------------------------------------------------|
| Organization CRD#: 108443    | Primary Business Name: BB&T ASSET MANAGEMENT, INC. |
| Organization SEC#: 801-57847 | Full Legal Name: BB&T ASSET MANAGEMENT, INC.       |
| No BD Record                 | Electronic Filer                                   |

| Full Legal Name             | Domestic, Foreign, Individual     | Title or Status                                           | Date Title or Status Acquired | Ownership Code | Control person | Public Reporting Company | CRD#, EIN, IRS#, SSN | Individual Disclosure |
|-----------------------------|-----------------------------------|-----------------------------------------------------------|-------------------------------|----------------|----------------|--------------------------|----------------------|-----------------------|
| BB&T CORPORATION            | DE                                | OWNER                                                     | 02/2002                       | E              | Y              | Y                        | 56-1074313           | N                     |
| KARLAWISH, KEITH, F         | I ✓                               | PRESIDENT, BOARD MEMBER                                   | 05/2002                       | NA             | Y              | N                        | 1981565              | N                     |
| MCCULLOCH, RAYMOND, KIRKMAN | I<br>434 Capital St.<br>215 Floor | BOARD MEMBER, SENIOR VICE PRESIDENT                       | 07/2000                       | NA             | Y              | N                        | 4374200              | N                     |
| WENICK, MARK, JOSEPH        | I<br>3605 Grand Ave.<br>Arlington | BOARD MEMBER, SENIOR VICE PRESIDENT                       | 07/2000                       | NA             | Y              | N                        | 4379033              | N                     |
| MILLER, KENNETH, LARRY      | I 77612                           | CHAIRMAN OF THE BOARD                                     | 07/2000                       | NA             | Y              | N                        | 2077583              | N                     |
| ARTHUR, DAVID, MICHAEL      | I ✓                               | BOARD MEMBER, SENIOR VICE PRESIDENT                       | 09/2003                       | NA             | Y              | N                        | 4378447              | N                     |
| SCHAPPE, JEFFREY, JAMES     | I ✓                               | BOARD MEMBER, CHIEF INVESTMENT OFFICER                    | 06/2004                       | NA             | Y              | N                        | 2883890              | N                     |
| WARD, CLINTON, LOUIS        | I ✓                               | CHIEF COMPLIANCE OFFICER, SECRETARY                       | 07/2005                       | NA             | N              | N                        | 4190916              | N                     |
| PALERMO, PAUL               | I ✓                               | CHIEF FINANCIAL OFFICER AND OPERATIONS MANAGER, SENIOR VP | 05/2005                       | NA             | N              | N                        | 5004686              | N                     |

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CT CORPORATION

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# NORTH CAROLINA

## Department of The Secretary of State

### CERTIFICATE OF EXISTENCE

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

#### **BB&T ASSET MANAGEMENT, INC.**

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 24th day of January, 2002, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 2nd day of September, 2005

*Elaine F. Marshall*

Secretary of State

Certification# 84962414-1 Reference# 7963374-ACH Page: 1 of 1  
Verify this certificate online at: [www.secretary.state.nc.us/verification](http://www.secretary.state.nc.us/verification)

TOTAL P.05