

F05000007459

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

J.P. Morgan Investment Management, Inc.

Certificate of Status	0
Certified Copy	0
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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. I.P. Morgan Investment 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. Delaware

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

3. 13-3200244

(FEI number, if applicable)

4. February 7, 1984

(Date of incorporation)

5. perpetual

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

6. _____

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

7. 522 Fifth Avenue, 3rd Floor, New York, NY 10036

(Principal office address)

270 Park Avenue, 35th Floor, New York, NY 10017

(Current mailing address)

8. Investment advisors

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

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

By: _____

(Registered agent's signature)

Michael Mitchell
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.

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

A. DIRECTORS

Chairman: SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

James C.P. Berry

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

14. _____

James C.P. Berry, Secretary

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

J.P. MORGAN INVESTMENT MANAGEMENT, INC.

DIRECTORS

Clive Stuart Brown	20 Finsbury Street, Floor 6 London EC2Y 9AQ, United Kingdom
George C. Gatch	522 Fifth Avenue, Floor 13 New York, NY 10036
Evelyn E. Guernsey	522 Fifth Avenue, Floor 13 New York, NY 10036
Lawrence M. Unrein	522 Fifth Avenue, Floor 15 New York, NY 10036

OFFICERS

Evelyn E. Guernsey President	522 Fifth Avenue, Floor 3 New York, NY 10036
Daniel E. Davies Senior Vice President	227 West Monroe Street, Floor 28 Chicago, IL 60606
Elizabeth T. Borowiec Vice President	522 Fifth Avenue, Floor 4 New York, NY 10036
Peter Swiatek Controller	1200 North Federal Highway, Floor 2 Boca Raton, FL 33432
James C.P. Berry Secretary	270 Park Avenue, Floor 35 New York, NY 10017
Ilman A. Pappas Treasurer	270 Park Avenue, Floor 18 New York, NY 10017
Timothy H. Samson Assistant Secretary	270 Park Avenue, Floor 35 New York, NY 10017

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The First State

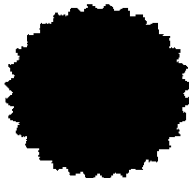
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "J.P. MORGAN INVESTMENT MANAGEMENT INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2005.

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2027731 8300

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AUTHENTICATION: 4401267

DATE: 12-23-05