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To:

Division of Corporations
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Phone : (850) 521-1000
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DEPARTMENT OF STATE
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FOREIGN PROFIT/NONPROFIT CORPORATION

PFPC DISTRIBUTORS, INC.

Certificate of Status	0
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Page Count	05
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. PFPC Distributors, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ins.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Massachusetts

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

3. 04-3173564

(FEI number, if applicable)

4. November 20, 1992

(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. 760 Moore Road, King of Prussia, PA 19406-1212

(Principal office address)

760 Moore Road, King of Prussia, PA 19406-1212

(Current mailing address)

8. Broker dealer 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 NOT acceptable)

Name: **Corporation Service Company**

Office Address: **1201 Hays Street**

Tallahassee

(City)

Florida 32301

(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: *Jacqueline N. Casper*
(Registered agent's signature)

Jacqueline N. Casper, Assistant VP

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See Attached List of Directors and Officers

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED LIST OF DIRECTORS AND OFFICERS

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

14. T. Thomas Deek, President and Chief Executive Officer
(Typed or printed name and capacity of person signing application)

PFPC Distributors, Inc.**Directors and Officers as of June 15, 2009****Board of Directors**

Name	Position	Address
Nicholas M. Marsini, Jr.	Director	301 Bellevue Parkway, Wilmington, DE 19809
Michael DeNofrio	Director	4400 Computer Drive, Westborough, MA 01581
Steven Turowski	Director	301 Bellevue Parkway, Wilmington, DE 19809
T. Thomas Deck	Director	760 Moore Road, King of Prussia, PA 19406-1212
Dennis J. Westley	Director	400 Bellevue Parkway, Wilmington, DE 19809

Officers

Name	Position	Address
T. Thomas Deck	President and Chief Executive Officer	760 Moore Road, King of Prussia, PA 19406-1212
Bruno Di Stefano	Vice President	760 Moore Road, King of Prussia, PA 19406-1212
Susan K. Moscaritolo	Vice President, Secretary and Clerk	4400 Computer Drive, Westborough, MA 01581
Mark D. Pinocci	Vice President	760 Moore Road, King of Prussia, PA 19406-1212
Matthew O. Tierney	Treasurer and Chief Financial Officer	760 Moore Road, King of Prussia, PA 19406-1212
Rita G. Adler	Chief Compliance Officer	301 Bellevue Parkway, Wilmington, DE 19809
Jodi Jamison	Chief Legal Officer	301 Bellevue Parkway, Wilmington, DE 19809
Ellen C. Krause	Chief Risk Officer	301 Bellevue Parkway, Wilmington, DE 19809
Maria C. Schaffer	Controller and Assistant Treasurer	301 Bellevue Parkway, Wilmington, DE 19809
John J. Munera	Anti-Money-Laundering Officer	301 Bellevue Parkway, Wilmington, DE 19809
Ronald Berge	Assistant Vice President	760 Moore Road, King of Prussia, PA 19406-1212
Scott A. Thornton	Assistant Secretary and Assistant Clerk	One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222
Dianna A. Stone	Assistant Secretary and Assistant Clerk	301 Bellevue Parkway, Wilmington, DE 19809



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

June 16, 2009

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

PFPC DISTRIBUTORS, INC.

is a domestic corporation organized on November 20, 1992, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin
Secretary of the Commonwealth