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Florida Department of State  
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To: Division of Corporations  
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**FOREIGN PROFIT/NONPROFIT CORPORATION  
VANGUARD MARKETING CORPORATION**

Certificate of Status	0
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32302

5/14/10

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. Vanguard Marketing Corporation
(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. Pennsylvania 3. 23-2019846
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 16, 1977 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 100 Vanguard Blvd., Malvern PA 19355
(Principal office address)

100 Vanguard Blvd., V26, Malvern, PA 19355
(Current mailing address)

8. Brokerage services and insurance producer.
(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, 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: William M. Edrington
(Registered agent's signature)

William M. Edrington
Authorized Representative

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 Exhibit A

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: See Exhibit A

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

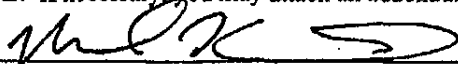
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. Michael L. Kimmel, Secretary  
(Typed or printed name and capacity of person signing application)

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Exhibit

**Vanguard Marketing Corporation  
Directors and Officers**

Name	Title	Business Address
Frederick William McNabb III	Chairman and Director	100 Vanguard Boulevard Malvern, PA 19355
Robert Gregory Barton	Director	100 Vanguard Boulevard Malvern, PA 19355
Mortimer Joseph Buckley	Director	100 Vanguard Boulevard Malvern, PA 19355
Michael Sydney Miller	Director	100 Vanguard Boulevard Malvern, PA 19355
Glenn William Reed	Director	100 Vanguard Boulevard Malvern, PA 19355
George Upham Sauter	Director	100 Vanguard Boulevard Malvern, PA 19355
Heidi Stam	Director	100 Vanguard Boulevard Malvern, PA 19355
Michael Sydney Miller	Managing Director	100 Vanguard Boulevard Malvern, PA 19355
Robert Gregory Barton	Senior Vice President	100 Vanguard Boulevard Malvern, PA 19355
Mortimer Joseph Buckley	Senior Vice President	100 Vanguard Boulevard Malvern, PA 19355
George Upham Sauter	Senior Vice President	100 Vanguard Boulevard Malvern, PA 19355
Heidi Stam	Senior Vice President	100 Vanguard Boulevard Malvern, PA 19355
Pauline Scalvino	Chief Compliance Officer	100 Vanguard Boulevard Malvern, PA 19355
David Cermak	Principal	100 Vanguard Boulevard Malvern, PA 19355
Sean Hagerty	Principal	100 Vanguard Boulevard Malvern, PA 19355
John Heywood	Principal	100 Vanguard Boulevard Malvern, PA 19355
Steve Holman	Principal	100 Vanguard Boulevard Malvern, PA 19355
Jane Myer	Principal	100 Vanguard Boulevard Malvern, PA 19355
Richard David Carpenter	Treasurer	100 Vanguard Boulevard Malvern, PA 19355
Jennifer Halliday	Assistant Treasurer	100 Vanguard Boulevard Malvern, PA 19355
Jack Wagner	Assistant Treasurer	100 Vanguard Boulevard Malvern, PA 19355
Paul Atkins	Assistant Treasurer	100 Vanguard Boulevard Malvern, PA 19355
Michael Lawrence Kimmel	Secretary	100 Vanguard Boulevard Malvern, PA 19355
Deborah McCracken	Assistant Secretary	100 Vanguard Boulevard Malvern, PA 19355

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**COMMONWEALTH OF PENNSYLVANIA**

**DEPARTMENT OF STATE**

**MAY 10, 2010**

**TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:**

**I DO HEREBY CERTIFY THAT,**

**VANGUARD MARKETING CORPORATION**

**is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.**



**IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.**

*Pedro A. Cortis*

**Secretary of the Commonwealth**