

F92000000997

**MANNING
& NAPIER**

ADVISORS, INC.

1100 Chase Square, Rochester, New York 14604, 716-325-6880, FAX: 325-5143

August 21, 1997

Florida Department of State
Sandra B. Morthan, Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed, please find a completed Statement of Change of Registration Agent Form along with a check in the amount of \$35.00 to change our current registered agent from Sharon Stump to Karen Wheeler.

Please do not hesitate to contact me, if you need any additional information.

Sincerely,

MANNING & NAPIER ADVISORS, INC.

Amy Bledsoe

Amy Bledsoe
Administrative Assistant
Compliance

Enclosures

800002276608--5
-08/25/97-01155-001
*****35.00 *****35.00

FILED
97 AUG 25 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dee
9/4

R.A. change

Investment Advisors For Over Twenty-Five Years

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of New York submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Manning & Napier Advisors, Inc.
2. The mailing address of the corporation is: 1100 Chase Square
Rochester, New York 14604
3. Date of incorporation/qualification: 12/01/1992 Document number: F92000000997
4. The name and address of the current registered agent and office:

Sharon L. Stump

South Trust Plaza, 1800 Second Street, Suite 852

Sarasota, Florida 34236

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Karen Wheeler

South Trust Plaza, 1800 Second Street, Suite 852

Sarasota, Florida 34236

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Fonda L. Herrick
(Signature of an officer, chairman or vice chairman of the board)

8/18/97
(Date)

Fonda L. Herrick, Corporate Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Karen Wheeler
(Signature of Registered Agent) Karen Wheeler

8/18/97
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)