



Liberty Financial Advisors, Inc.
Federal Reserve Plaza
600 Atlantic Avenue
Boston, MA 02210-2214

617-722-6000

September 29, 1995

BY FEDERAL EXPRESS

Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

**Re: Liberty Financial Advisors, Inc. -
Application as Foreign Corporation**

Dear Sir or Madam:

Enclosed for review in connection with the application of Liberty Financial Advisors, Inc., a Delaware corporation, to transact business as a foreign corporation in the State of Florida are the following:

1. Two Applications by Foreign Corporation for Authorization to Transact Business in Florida, signed in the original;
2. Certificate of Good Standing from the State of Delaware; and
3. Filing Fee of \$70.00 (Check No. 01139).

If the above-enclosed documents are in order, please forward to my attention the document authorizing LFA's foreign corporation status. Thank you for your assistance.

Sincerely,

Joseph C. Tobin
Joseph C. Tobin
Paralegal - Corporate Records

Vjt
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -2 AM 9:59
9/10/95

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. LIBERTY FINANCIAL ADVISORS, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 04-3060249
(FEI number, if applicable)
4. 8/4/89
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon approval by the State of Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 600 Atlantic Avenue
Boston, MA 02210-2214
(Current mailing address)
8. Investment adviser and all powers granted to corporations
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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

Patricia A. Canario
(Registered agent's signature) (Officer)

PATRICIA A. CANARIO,
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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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 addresses of officers and/or directors: SEE ATTACHED LIST

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. Lindsay Cook
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Lindsay Cook, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
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**ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

LIBERTY FINANCIAL ADVISORS, INC.
(a Delaware corporation)

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DIRECTORS

Lindsay Cook
600 Atlantic Avenue
Boston, MA 02210-2214

Porter P. Morgan
600 Atlantic Avenue
Boston, MA 02210-2214

Ralph E. Nixon
600 Atlantic Avenue
Boston, MA 02210-2214

OFFICERS

President	Lindsay Cook	600 Atlantic Avenue Boston, MA 02210-2214
Senior Vice President	Porter P. Morgan	600 Atlantic Avenue Boston, MA 02210-2214
Senior Vice President	Ralph E. Nixon	600 Atlantic Avenue Boston, MA 02210-2214
Vice President	John R. Cadigan	600 Atlantic Avenue Boston, MA 02210-2214
Vice President	William P. Rice	600 Atlantic Avenue Boston, MA 02210-2214
Treasurer	Charles A. Merritt Jr.	600 Atlantic Avenue Boston, MA 02210-2214
Assistant Treasurer	John T. Treece Jr.	600 Atlantic Avenue Boston, MA 02210-2214
Secretary	John A. Benning	600 Atlantic Avenue Boston, MA 02210-2214
Assistant Secretary	John L. Davenport	600 Atlantic Avenue Boston, MA 02210-2214
Assistant Secretary	John W. Reading	600 Atlantic Avenue Boston, MA 02210-2214
Controller	Michael E. Santilli	600 Atlantic Avenue Boston, MA 02210-2214

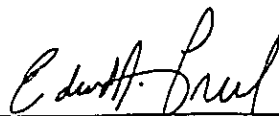
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIBERTY FINANCIAL ADVISORS, 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-FIFTH DAY OF SEPTEMBER, A.D. 1995.

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.




Edward J. Freel, Secretary of State

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AUTHENTICATION:

7651064

DATE:

09-25-95