

Document Number Only

**F96000000336**

CT CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, FL 32301 222-1092  
City State Zip Phone

CORPORATION(S) NAME

900001698359  
-01/19/96--01067--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN 19 PM 2:00

*Zalesco Group Services, Inc.*

RECEIVED  
JUN 19 1996

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Non Profit          | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fic. Name          |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Walk In                | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In  |   |   |
| <input type="checkbox"/> Mail Out            |   |   |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00  
1-1596

PLEASE RETURN EXTRA COPIES  
FILE STAMPED

**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. Invesco Group Services, 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. DE

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

3. 58-1995394

(FEI number, if applicable)

4. May 19, 1992

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 1315 Peachtree Street, NE, Atlanta, Georgia 30309

(Current mailing address)

8. To engage in any lawful act or activity for which corporation may be organized under  
the general corporation law of Florida

(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 obligation of my position as registered agent.

C T Corporation System

Mary R. Adams

(Registered agent's signature) (Officer)

Mary R. Adams - Asst. Secretary

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: See attached list of directors

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

Vice Chairman: See attached list of directors

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

Director: See attached list of directors

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

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

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

B. OFFICERS

President: See attached list of 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.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. **DAVID A. HARTLEY, SECRETARY AND TREASURER** \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

**INVESCO Group Services, Inc.  
Officers and Directors**

**OFFICERS**

<b>Hubert L. Harris</b>	<b>President</b>
<b>David A. Hartley</b>	<b>Secretary, Treasurer</b>

**Business Address for both Officers:**      **1315 Peachtree Street, N.E.  
Atlanta, Georgia 30309**

**DIRECTORS**

**Business Address for both Directors**

**Charles W. Brady  
Hubert L. Harris**

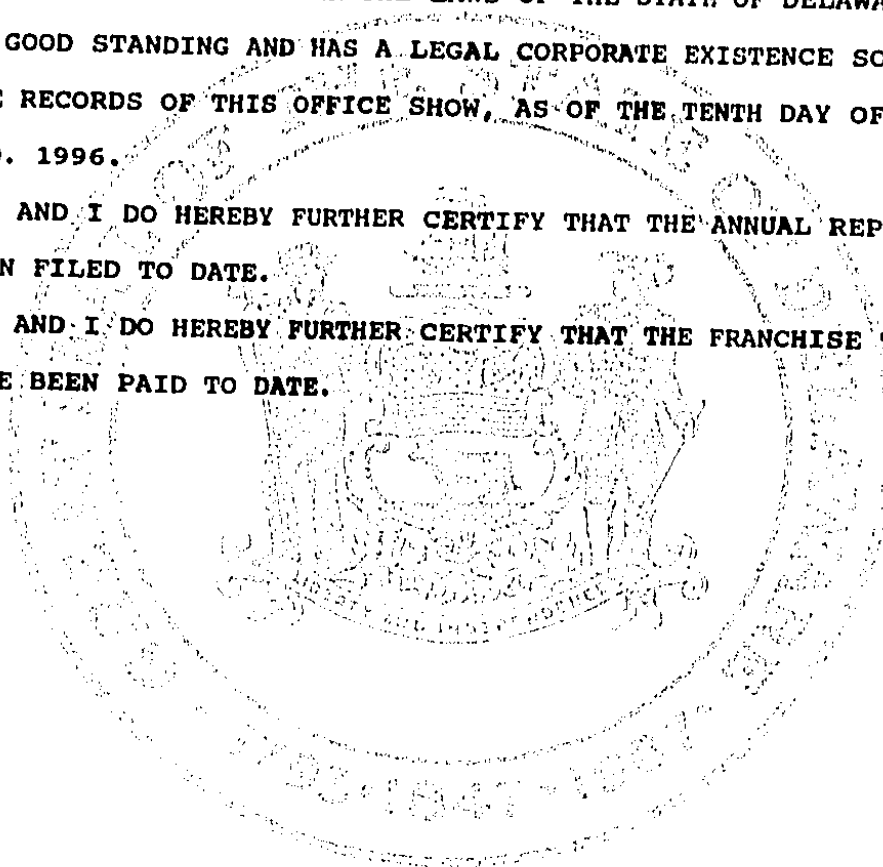
**1315 Peachtree Street, N.E.  
Atlanta, Georgia 30309**

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INVESCO GROUP SERVICES, 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 TENTH DAY OF JANUARY, A.D. 1996.

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.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 19 PM 2:00



*Edward J. Freel*

Edward J. Freel, Secretary of State

2298147 8300

960006650

AUTHENTICATION:

DATE:

7782550

01-10-96

Document Number Only

**F96000000336**

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

900002221819--3  
-06/24/97--01083--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Invesco Group Services, Inc. *Name*  
changed to: AMVESCAP Group Services *Change*  
*Amend*

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                | <input checked="" type="checkbox"/> Amendment   | <input type="checkbox"/> Merge                  |
| <input type="checkbox"/> NonProfit             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                   |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                  |
| <input type="checkbox"/> Foreign               | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of P.A.         |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> CUS                    |   |
| <input type="checkbox"/> Certified Copy        |   |   |
| <input type="checkbox"/> Call When Ready       | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30             |
| <input checked="" type="radio"/> Walk In       | <input type="checkbox"/> Will Wait              | <input checked="" type="radio"/> Pick Up        |
| <input type="checkbox"/> Mail Out              |   |   |

Name Availability	6/24/97
Document Examiner	DDLL
Updater	DDLL
Verifier	DDLL
Acknowledgment	DDLL
W.P. Verifier	DDLL

CR2E031 (1-89)

97 JUN 24 PM 4:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

97 JUN 24 PM 12:20  
RECEIVED

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

FILED  
97 JUN 24 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I (1-3 must be completed)**

1. INVECO Group Services, Inc.

Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: January 19, 1996

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

5. Name of corporation after the amendment, adding suffix "corporation," "company," "Incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

INVECO Group Services, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No Change

  
David A. Hartley, Secretary

6/23/97  
Date



*State of Delaware*  
*Office of the Secretary of State*

---

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "INVESCO GROUP SERVICES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "AMVESCAP GROUP SERVICES, INC.", THE NINETEENTH DAY OF JUNE, A.D. 1997, AT 10 O'CLOCK A.M.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

2298147 8320

971203981

AUTHENTICATION:

8521648

DATE:

06-20-97