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Via Overnight Delivery

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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Dear Sir or Madam:

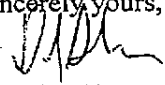
Enclosed please find the following documents:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida, for filing on behalf of RJEIF, Inc.;
2. Check in the amount of \$131.25 made payable to the Florida Division of Corporations;
3. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida, for filing on behalf of Raymond James Employee Investment Fund I, L.P.; and
4. Check in the amount of \$1,846.25 made payable to the Florida Division of Corporations.

Please return a certified copy of each filing and a good standing certificate for each entity in the enclosed FedEx envelope.

If you have any questions or concerns, please call me at (617) 248-7290.

Sincerely yours,


David J. Shea
Legal Assistant

Enclosures

cc: Laurie A. Cerveney, Esq.

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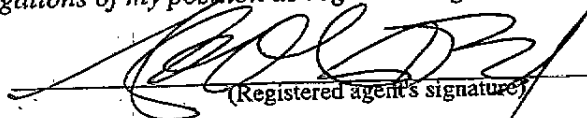
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. RJEIF, 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. Applied for
(FEI number, if applicable)
4. January 16, 1998
(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 817.155, F.S.))
7. The Raymond James Financial Center
880 Carillon Parkway, St. Petersburg, FL 33716
(Current mailing address)
8. To engage in any acts allowed by a Delaware Corporation qualified to do business in the state 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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: F.S. Godbold
Office Address: The Raymond James Financial Center
880 Carillon Parkway
St. Petersburg, Florida, 33716
(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.


(Registered agent's signature)

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 addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

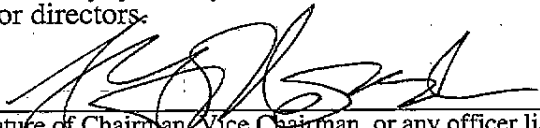
A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: F.S. Godbold
Address: The Raymond James Financial Center
880 Carillon Parkway, St. Petersburg, FL 33716
Director
~~Vice Chairman~~ Jeffrey P. Julien
Address: The Raymond James Financial Center
880 Carillon Parkway, St. Petersburg, FL 33716
Director: Thomas Franke
Address: The Raymond James Financial Center
880 Carillon Parkway, St. Petersburg, FL 33716
Director: Thomas James
Address: The Raymond James Financial Center
880 Carillon Parkway, St. Petersburg, FL 33716

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: F.S. Godbold
Address: The Raymond James Financial Center
880 Carillon Parkway, St. Petersburg, FL 33716
Vice President: _____
Address: _____
Secretary: Grace Palsha
Address: The Raymond James Financial Center
880 Carillon Parkway, St. Petersburg, FL 33716
Treasurer: Jeffrey P. Julien
Address: The Raymond James Financial Center
880 Carillon Parkway, St. Petersburg, FL 33716

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)

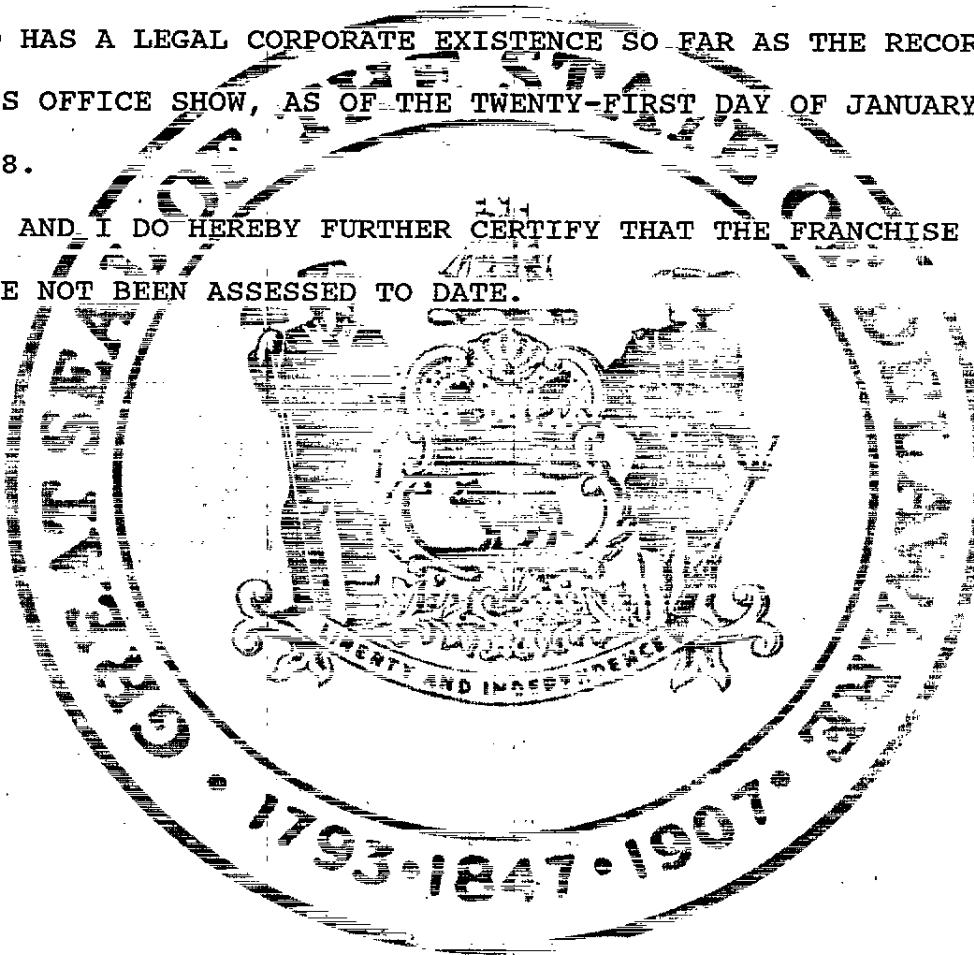
14. F.S. Godbold, President
(Typed or printed name and capacity of person signing application)

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 "RJEIF, 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-FIRST DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8876944

DATE:

01-21-98