

F980000000607



ps. 566

ACCOUNT NO. : 072100000032

REFERENCE : 654126 4357720

AUTHORIZATION :

COST LIMIT : \$ ~~5915.00~~

✓ Additional filing Fee.

ORDER DATE : December 30, 1997

ORDER TIME : 10:23 AM

ORDER NO. : 654126-005

CUSTOMER NO: 4357720

CUSTOMER: Ms. Margaret L. Foulds
Blue Sky Mls
201 Rte. 17 / Ste. 300
The Meadows Complex
Rutherford, NJ 07070

~~7800002413227-3~~

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FOREIGN FILINGS

NAME: FLEET INVESTMENT ADVISORS
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 AM 10:56
98 FEB -3 AM 8:55
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mtu
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RESUBMIT

Please give original
submission date as file date.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 2, 1998

CSC-ANDREW CUMPER

SUBJECT: FLEET INVESTMENT ADVISORS INC.
Ref. Number: W98000002288

We have received your document for FLEET INVESTMENT ADVISORS INC. and your check(s) totaling \$. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$5915.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 998A00005719

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DIVISION OF CORPORATIONS

98 FEB -2 AM 10:56

**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. Fleet Investment 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. New York

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

3. 16-1207296

(FEI number, if applicable)

4. 8/26/83

(Date of incorporation)

5. Perpetual

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

6. August 27 / 1993

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 75 State Street - Fleet Investment Advisors Inc. c/o Jim Dolan

Boston, MA 02109

(Current mailing address)

8. Registered Investment Advisor

(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 or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street - Suite 105

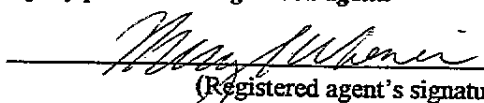
Tallahassee

, Florida, 32301

(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.

 ASST VP
(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.

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

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

Chairman: Harold A. Mackinney, Jr.

Address: 100 Westminster Street - 2nd Fl.

Providence, RI 02903

Vice Chairman: N/A

Address: _____

Director: Galan G. Daukas

Address: 75 State Street

Boston, MA 02109

Director: James A. Knauf, Jr.

Address: 45 East Avenue

Rochester, NY 14604

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

President: Thomas M. O'Neill

Address: 75 State Street

Boston, MA 02109

Senior Vice President: James Dolan

Address: 75 State Street

Boston, MA 02109

Secretary: Jean S. Loewenberg

Address: 75 State Street


Boston, MA 02109

Treasurer: Donald P. Block

Address: 75 State Street

Boston, MA 02109

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. James Dolan - Senior Vice President
(Typed or printed name and capacity of person signing application)

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FLEET INVESTMENT ADVISORS, INC. 16-1207296

Continued from Question 12A.

Director	Glenn T. Migliozi 75 State Street Boston, MA 02109
Director	Thomas M. O'Neill 75 State Street Boston, MA 02109
Director	Gunnar S. Overstrom, Jr. 777 Main Street Hartford, CT
Director	Peter M. Van der Velde 75 State Street Boston, MA 02109

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State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of FLEET INVESTMENT ADVISORS INC. was filed on 08/26/1983, under the name of NORSTAR INVESTMENT ADVISORY SERVICES INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment NORSTAR INVESTMENT ADVISORY SERVICES INC., changing name to FLEET/NORSTAR INVESTMENT ADVISORS INC., was filed 01/16/1990.

A Certificate of Amendment FLEET/NORSTAR INVESTMENT ADVISORS INC., changing name to FLEET INVESTMENT ADVISORS INC., was filed 04/07/1992.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 30th day of December
one thousand nine hundred and
ninety-seven.



Special Deputy Secretary of State

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