

F98000003708

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Wachovia Investments, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",  
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to  
transact business in Florida.

Please return all correspondence concerning this matter to the following:

200002574842--5  
-06/29/98--01068--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

William S. Crews

(Name of Person)

Wachovia Bank, N. A.

(Firm/Company)

101 North Cherry Street, NC39053

(Address)

Winston-Salem, North Carolina 27102

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

William S. Crews

(Name of Person)

at ( 336 ) 735-5582

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

*2/26/30/98*



Wachovia Investments, Inc.  
Compliance Department  
100 North Main Street  
Winston-Salem, North Carolina 27150

June 26, 1998

Qualification /Tax Lien Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Application by Foreign Corporation for  
Authorization to Transact Business in Florida  
by Wachovia Investments, Inc.

Dear Sir or Madam:

Enclosed please find the following documents to make application as a foreign corporation to transact business in the State of Florida:

1. a completed transmittal letter;
2. a check # 10446508, in the amount of \$78.75 to cover the \$70.00 registration fee and the \$8.75 certificate fee;
3. a manually executed "Application by Foreign Corporation for Authorization to Transact Business in Florida" form signed by Mary S. Harper, Registered Agent; and
4. a Certificate of Existence for Wachovia Investments, Inc. dated June 22, 1998.

I will greatly appreciate your prompt response to our request. We are making this filing pursuant to a planned merger effective July 20, 1998, of two broker-dealers --Island Investment Services, Inc., an existing corporation incorporated in the State of Florida, and Wachovia Investments, Inc., a North Carolina corporation. We were notified that we had to make this application as a result of an amendment we filed with the Division of Securities on June 16, 1998. Mr. Greg Oakes of the Division informed me that he could not accept the amendment and instead, must file a new application which requires our registration as a foreign corporation. We are attempting to get Mrs. Harper's office approved as a Wachovia Investments, Inc., office on or before the July 20, 1998 date so that her staff and customers will not be inconvenienced.

Because my time period is so critically short, may I may ask a favor of your office? Please, before sending the certificate of status to us in the mail, would you please kindly fax it to me at (336) 735-5595 so that I can expeditiously send the copy to the Florida Division of Securities to complete our application process with them. I assure you my timing is an unintentional oversight and I do apologize for any inconvenience to your office.

If you have questions or comments, please contact me at your earliest convenience at (336) 735-5585. If you require additional documents, please fax your request to me at (336) 735-5595. Again, thank you for your prompt processing of my request.

Sincerely,

Janet A. Eason,  
Assistant Vice President,  
Securities Compliance Analyst

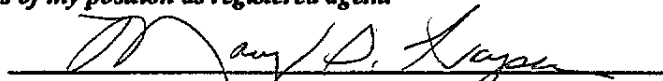
Enclosure

**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. Wachovia Investments, 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. North Carolina  
(State or country under the law of which it is incorporated)
3. 56-1494199  
(FEI number, if applicable)
4. December 20, 1985  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Proposed for July 17, 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 100 North Main Street, NC 37061  
Winston-Salem, North Carolina 27150  
(Current mailing address)
8. Securities Broker-dealer  
(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: Mary S. Harper  
Office Address: 180 Royal Palm Way  
Palm Beach, , Florida, 33480  
(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.

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)**

Director

& Chairman: Robert Steven Kniejski

Address: 100 North Main Street

Winston-Salem, North Carolina 27150

Director: Donald K. Truslow

Address: 100 North Main Street

Winston-Salem, North Carolina 27150

Director: G. Joseph Prendergast III

Address: 191 Peachtree Street

Atlanta, Georgia 30305

Director: Robert S. McCoy, Jr.

Address: 100 North Main Street

Winston-Salem, North Carolina 27150

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

SVP/Managing

Executive: Investment Services, Forrest C. Childers

Address: 100 North Main Street

Winston-Salem, North Carolina 27150

SVP/Managing Brokerage Services, Ellen S. Sartin

Executive:

Address: 100 North Main Street

Winston-Salem, North Carolina 27150

Secretary: Alice W. Grogan

Address: 100 North Main Street

Winston-Salem, North Carolina 27150

Treasurer: Donald K. Truslow

Address: 100 North Main Street

Winston-Salem, North Carolina 27150

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Ellen Sartin

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ellen S. Sartin, Managing Executive, Wachovia Brokerage Services

(Typed or printed name and capacity of person signing application)

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

## CERTIFICATE OF EXISTENCE

**I, ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

WACHOVIA INVESTMENTS, INC.

*is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 20th day of December, 1985, with its period of duration being perpetual.*

**I FURTHER** *certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has not yet been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.*



**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 22nd day of June, 1998.

*Elaine F. Marshall*

Secretary of State