

F98000007006



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 993232 63995A

AUTHORIZATION :

Patricia Piquet

COST LIMIT : \$ 70.00

ORDER DATE : October 12, 1998

ORDER TIME : 12:10 PM

ORDER NO. : 993232-025

300002703993--9

CUSTOMER NO: 63995A

CUSTOMER: Mary Ann Shumaker, Esq
Munder L.p.
255 East Brown St. Suite 250
P. O. Box 3043
Birmingham, MI 48012-3043

W98-27161

FOREIGN FILINGS

NAME: WAM HOLDINGS II, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -4 PM 1:57

12/24



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1998

CSC
ATTN: JANNA WILSON

SUBJECT: WAM HOLDINGS II, INC.
Ref. Number: W98000027161

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 898A00057533

**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. WAM Holdings II, 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 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 18, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
upon filing
6. _____
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 500 Woodward Avenue
Detroit, Michigan 48226
(Current mailing address)
8. Holding company for interest in investment advisory partnership
(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
Tallahassee, Florida, 32301
(Zip code)

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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.

Laura R. O'Leary
(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)

Chairman: NA

Address: _____

Vice Chairman: NA

Address: _____

Director: George C. Eshelman

Address: 500 Woodward

Detroit, Michigan 48275-3367

Director: Mark W. Yonkman

Address: 500 Woodward

Detroit, Michigan 48275-3391

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

President: George C. Eshelman

Address: 500 Woodward

Detroit, Michigan 48275-3367

Vice President: Mark W. Yonkman

Address: 500 Woodward

Detroit, Michigan 48275-3391

Secretary: Mark W. Yonkman

Address: 500 Woodward

Detroit, Michigan 48275-3391

Treasurer: Mark W. Yonkman

Address: 500 Woodward

Detroit, Michigan 48275-3391

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

13. Mark W. Yonkman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark W. Yonkman, Vice President, Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WAM HOLDINGS II, 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 THIRD DAY OF DECEMBER, A.D. 1998.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -4 PM 1:57



Edward J. Freel

Edward J. Freel, Secretary of State

2910416 8300

981462874

AUTHENTICATION:

9436678

DATE:

12-03-98