

M02-000001357

April 23, 2002

Florida Department of State
Registration Section
Division of Corporation
409 E. Gaines St.
Tallahassee, FL 32399

100005415931--3
-05/01/02--01046--001
****125.00 ****125.00

RE: Guardian Investor Services LLC
Name Changed From: Guardian Investor Services Corporation

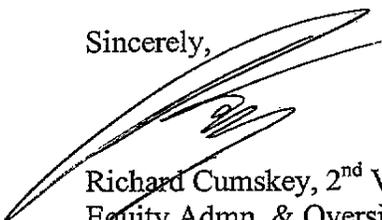
To Whom It May Concern:

Pursuant to the registration of our corporation due to a firm reorganization, we have enclosed the required documents. Attached are the following:

- Application By Foreign Limited Liability Company for Authorization to Trans Business in Florida
- Check in the amount of \$125.00 (check #5642)
- Original Certificate of Existence

If you have any further questions concerning this matter, please contact me at 610-877-7710.

Sincerely,



Richard Cumskey, 2nd Vice-President
Equity Admn. & Oversight

FILED
02 MAY 29 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M02-1357
QR

Enclosures

Guardian Investor Services LLC New York, NY
Northeast Regional Office P.O. Box 26205 Lehigh Valley, PA 18002-6205 tel: 800.221.3253
A broker/dealer offering securities products and services

An indirect, wholly owned subsidiary of The Guardian Life Insurance Company of America
Member NASD, SIPC



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 8, 2002

RICHARD CUMSKEY
PO BOX 26205
LEIGH VALLEY, PA 18002-6205

SUBJECT: GUARDIAN INVESTOR SERVICES LLC
Ref. Number: W02000013329

We have received your document for GUARDIAN INVESTOR SERVICES LLC and your check(s) totaling \$125.00. 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/uniform business 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/uniform business report and penalty fees is \$1050.00.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 202A00029043

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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GUARDIAN

May 24, 2002

Florida Department of State
Division of Corporations PO Box 6327
Tallahassee, FL 32314
Attn: Tammi Cline

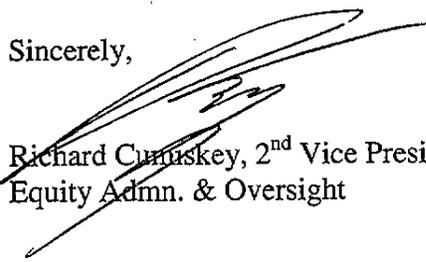
RE: Guardian Investor Services LLC
Ref. Number: W02000013329
Letter Number: 202A00029043

Dear Ms. Cline:

Pursuant to your letter dated May 8, 2002 and your telephone conversation with Anita Green regarding the document application that was submitted to your department for filing, please be advised that at your request we have attached an affidavit regarding the reorganization of our firm in order to waive the fee of \$1,050.00. This affidavit contains information concerning Guardian Investor Services LLC (GIS) and our registered agent, CT Corporation.

If you have any further questions concerning this matter, please contact me at 610-807-7710.

Sincerely,


Richard Cunniskey, 2nd Vice President
Equity Admn. & Oversight

Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT

I, Richard Cumiskey ("Affiant"), 2nd Vice President, Equity Administration & Oversight, Guardian Investor Services LLC ("GIS"), affirm that:

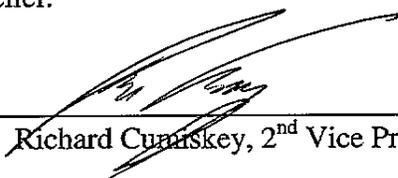
1. On December 19, 2001 Guardian Investor Services Corporation ("GISC") reorganized the firm from a corporation to a limited liability company.
2. GIS retained the same firm National Association of Securities Dealers (NASD) CRD number (6635) and the same SEC number (801-9654). A new tax I.D. number was issued on December 19, 2001 (13-4198972)
3. GIS is not acting in the capacity of a Registered Investment Adviser in the state of Florida.
4. CT Corporation System located at 660 East Jefferson Street, Tallahassee, FL 32306 is acting as the firm's registered agent.

I declare under penalty of perjury that the above and foregoing statements are true to the best of my knowledge, information and belief.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 29 PM 3:03

FILED


Richard Cumiskey, 2nd Vice President

Given under my hand and official seal, this the 20th day of May, 2002

NOTARIAL SEAL
LYNN L. KUTZERA, NOTARY PUBLIC
CITY OF BETHLEHEM, NORTHAMPTON COUNTY
MY COMMISSION EXPIRES FEBRUARY 28, 2006

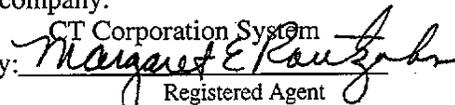

NOTARY PUBLIC

My Commission Expires:

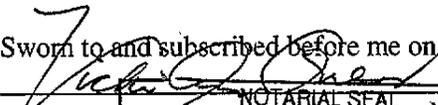
2/20/06

AGENT'S ACCEPTANCE AND ACKNOWLEDGEMENT OF APPOINTMENT

I hereby acknowledge and accept the appointment of registered agent for and on behalf of the above named limited liability company.

By:  MARGARET E. ROUTZAHN
Registered Agent Special Assistant Secretary

Sworn to and subscribed before me on this date: May 21, 2002


NOTARIAL SEAL
VickiAnn Owens, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Feb. 20, 2003

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. GUARDIAN INVESTOR SERVICES LLC
(Name of foreign limited liability company)
2. DELAWARE 3. 13-4198972
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. DECEMBER 17, 2001 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. DECEMBER 17, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 7 HANOVER SQUARE
NEW YORK, NY 10004
(Street address of principal office)

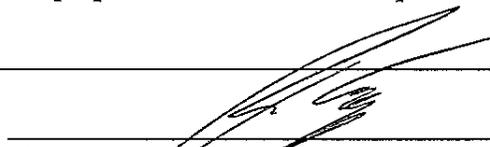
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TALLAHASSEE, FLORIDA

8. If limited liability company is a manager-managed company, check here
9. The usual business addresses of the managing members or managers are as follows:

SEE ATTACHED EXHIBIT A

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: BROKER/DEALER


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

RICHARD CUMISKEY

Typed or printed name of signee

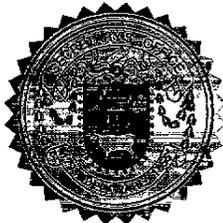
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GUARDIAN INVESTOR SERVICES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3444811 8300

AUTHENTICATION: 1729638

020248346

DATE: 04-18-02