



M97000000052

ACCOUNT NO. : 072100000032

REFERENCE : 884565 4300123

AUTHORIZATION

Patricia Pappas

COST LIMIT : \$ ~~35.00~~

ORDER DATE : July 8, 1998

ORDER TIME : 9:36 AM

ORDER NO. : 884565-030

CUSTOMER NO: 4300123

CUSTOMER: Susan E. Todd, Legal Assistant
Battle Fowler LLP
75 East 55th Street
Park Avenue Tower
New York, NY 10022

700002593907--8

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 21 AM 9:57

FOREIGN FILINGS

NAME: COOPERS & LYBRAND
FINANCIAL ADVISORS L.L.C.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

98 JUL 21 AM 10:41
DIVISION OF CORPORATIONS

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

FILED
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DIVISION OF CORPORATIONS
98 JUL 21 AM 9:57

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Department of
State: Coopers & Lybrand Financial Advisors L.L.C.
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: February 11, 1997

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the
change effected under the laws of its jurisdiction of organization? June 30, 1998 at 11:59 p.m.
5. New name of the limited liability company: PricewaterhouseCoopers Investment Advisers LLC
(Name must end with the words "limited company" or the abbreviation "L.C." if not so
contained in the name at present.)
6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization indicate new jurisdiction:

July 1, 1998

Date



Signature of a member or the authorized
representative of a member

Richard M. Cummins, Manager and President

Typed or printed name

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 THAT THE SAID "PRICewaterhouseCOOPERS FINANCIAL ADVISERS L.L.C.", FILED A CERTIFICATE OF CORRECTION, CHANGING ITS NAME TO "PRICewaterhouseCOOPERS INVESTMENT ADVISERS LLC", THE NINTH DAY OF JULY, A.D. 1998, AT 9 O'CLOCK A.M.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 21 AM 9:57

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9205497
07-20-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: