

F02000002479

Florida Department of State
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RECEIVED
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

PACIFIC INCOME ADVISERS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
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F02-2479
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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. Pacific Income Advisers, 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. 95-4067974

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

(FEI number, if applicable)

4. 1986 5. Perpetual

(Date of incorporation)

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

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification" (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1299 Ocean Ave. Suite 210 Santa Monica, CA 90401

(Principal office address)

Same as above

(Current mailing address)

8. Advisory Services

(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: Brian D. Elias, Esq.

Office Address: 100 S.E. 2nd Street, 17th Floor

Miami, Florida 33131 (City) (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.

[Handwritten signature of Brian D. Elias]

(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Joseph Lloyd McAdams, Jr.

Address: 1200 Turquesa Lane
Pacific Palisades, CA 90272

Vice Chairman: Heather U. Baines

Address: Same as above

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: Heather U. Baines

Address: Same as above

Vice President: Joseph Lloyd McAdams, Jr.

Address: Same as above

Secretary: Joseph Lloyd McAdams, Jr.

Address: Same as above

Treasurer: Joseph Lloyd McAdams, Jr.

Address: Same as above

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

13. Joseph Lloyd McAdams, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joseph Lloyd McAdams, Jr. Chairman
(Typed or printed name and capacity of person signing application)

May-17-02

15:22 From-Fowler White Burnett

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PACIFIC INCOME ADVISERS, 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 TENTH DAY OF MAY, A.D. 2002.

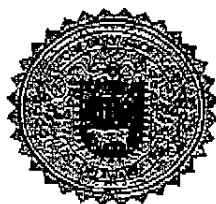
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PACIFIC INCOME ADVISERS, INC." WAS INCORPORATED ON THE EIGHTH DAY OF MAY, A.D. 1986.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1771559

DATE: 05-10-02