

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF
PACIFIC EQUITIES NETWORK**

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is PACIFIC EQUITIES NETWORK

SECOND: The name which it elects to use in Rhode Island is PACIFIC EQUITIES NETWORK
CORPORATION

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of California

FOURTH: The date of its incorporation is July 11, 1969 and the period
of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of
which it is incorporated is 800 Newport Center Drive, Suite 450
Newport Beach, California 92660

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street,
Providence, R. I. 02903 and the name of its proposed registered agent in
Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of
business in Rhode Island are

To act as wholesale distributor of registered
investment products developed by Pacific Mutual Life Insurance Company or any of
its subsidiaries and the acquisition of and ownership interests in other broker/
dealers engaged in retail sales activity.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
SEE ATTACHED	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
25,000	Common		\$1.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common		\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 6,000,000.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 100,000.

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ -0-

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 15, 19 87

PACIFIC EQUITIES NETWORK
[Exact Corporate Name of Corporation Making Application]

By Richard Finbar Hanly
Richard Finbar Hanly, Its President
and Audrey L. Milfs
Audrey Lee Milfs, Its Secretary

STATE OF CALIFORNIA

COUNTY OF ORANGE

} Sc.

At Newport Beach in said County on the 15th day
of May 19 87, before me personally appeared
Richard Finbar Hanly, who being by me first duly sworn, declared that
he is the President of PACIFIC EQUITIES NETWORK,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)

Marilyn Angela Colby
Notary Public

43602

07/02/87 PAID 0371A001
CHER 65.00

JUN 29 1987

sn

OFFICERS & DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>	<u>TERM EXPIRES</u>
Richard Finbar Hanly	President & Director	Pacific Equities Network 800 Newport Center Dr. Suite 450 Newport Beach, CA 92660	5-20-87
George Nicholas Flessas	Vice Pres. & Director	Pacific Mutual Life Insurance Company 700 Newport Center Drive Newport Beach, CA 92660	5-20-87
Thomas Cole Sutton	Chairman, CEO & Director	Pacific Mutual Life Insurance Company 700 Newport Center Drive Newport Beach, CA 92660	5-20-87
Audrey Lee Milfs	Secretary	Pacific Mutual Life Insurance Company 700 Newport Center Drive Newport Beach, CA 92660	5-20-87
Harold Theodore Joanning	CFO/Treasurer	Pacific Mutual Life Insurance Company 700 Newport Center Drive Newport Beach, CA 92660	5-20-87
Donald Gordon Hilliard	Assistant Treasurer	Pacific Mutual Life Insurance Company 700 Newport Center Drive Suite 450 Newport Beach, CA 92660	5-20-87
Diane Nancy Ledger	Assistant Vice Pres.	Pacific Equities Network 800 Newport Center Drive Suite 450 Newport Beach, CA 92660	5-20-87
Richard James Meehan	Assistant Vice Pres.	Pacific Equities Network 800 Newport Center Drive Newport Beach, CA 92660	5-20-87
Carl Fredric Wagner	Asst. Secy. & Asst. Treas.	Pacific Mutual Life Insurance Company 700 Newport Center Drive Newport Beach, CA 92660	5-20-87
Linda Cramer Wessels	Assistant Vice Pres.	Pacific Equities Network 800 Newport Center Drive Suite 450 Newport Beach, CA 92660	5-20-87
Harry Geiple Bubb	Director	Pacific Mutual Life Insurance Company 700 Newport Center Drive Newport Beach, CA 92660	5-20-87

David Richard Carmichael	Director	Pacific Mutual Life Insurance Company 700 Newport Center Drive Newport Beach, CA 92660	5-20-87
William David Cvengros	Director	Pacific Mutual Life Insurance Company 700 Newport Center Drive Newport Beach, CA 92660	5-20-87
Paul Francis Desmond	Director	Lowry Financial Services Corporation 701 North Federal Highway North Plam Beach, Fl 33408	5-20-87
Thomas Howard Shilson	Director	Mutual Service Corporation 100 Renaissance Center Suite 2210 Detroit, MI 48243	5-20-87
Terry Lee Nagelvoort	Director	Nagelvoort & Company 40 Broad St., 23rd Fl. New York, NY 10004	5-20-87