

1012040393

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

December 8, 2010

1012040393

M MALLORY MANTIPLY
SPILMAN THOMAS & BATTLE
PO BOX 90
ROANOKE, VA 24002-0090

RECEIPT

RE: The Advisor Group, Inc.

ID: F184437 - 4

DCN: 10-12-02-0020

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing an application for a certificate of authority to transact business in Virginia with this office.

The effective date of the certificate is December 8, 2010.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CORFACPT
CIS0436



SPILMAN THOMAS & BATTLE, PLLC

ATTORNEYS AT LAW

M. Mallory Mantiply
Direct Dial: 540.512.1820
Email: mmantiply@spilmanlaw.com

November 30, 2010

State Corporation Commission
P. O. Box 1197
Richmond, Virginia 23218

101202 0020 SE
MF 12/7 \$75

Re: *The Advisor Group, Inc.*

To Whom It May Concern:

Enclosed for filing, please find an original plus one copy of the Application for Certificate of Authority to Transact Business in Virginia for The Advisor Group, Inc. and a check in the amount of \$75.00 made payable to the State Corporation Commission. Please file the Application and return a file stamped copy to me in the enclosed self-addressed stamped envelope provided.

Please contact me if you have any questions or need anything further. Thank you for your help in this matter.

Very truly yours,

M. Mallory Mantiply
M. Mallory Mantiply

RECEIVED

2010 DEC -2 10:09

MMM:trj
Enclosures

50
25

75
for PA
Cert of Auth
12/7/2010
[Signature]

F184437-4

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 8, 2010

The State Corporation Commission has found the accompanying application for a certificate of authority to transact business in Virginia submitted on behalf of

The Advisor Group, Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

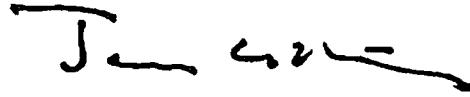
CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN VIRGINIA

be issued and admitted to record with the application in the Office of the Clerk of the Commission, effective December 8, 2010.

The corporation is authorized to transact business in Virginia, subject to all Virginia laws applicable to the corporation and its business.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

SCC759/921
(07/05)

APPLICATION FOR A CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS IN VIRGINIA

Name of the corporation (include, if required, any "for use in Virginia" name in parentheses):
The Advisor Group, Inc.

State or other jurisdiction of incorporation Commonwealth of Pennsylvania
Date of incorporation: 03/07/1984 Period of duration: Perpetual

(Mark if applicable:) The corporation was previously authorized or registered with the Commission to transact business in Virginia as a foreign business entity. (See instructions.) *Set forth the additional required information on an attachment.*

The corporation's principal office address, including the street and number, if any, is
3000 McKnight East Drive Pittsburgh PA 15237
(number/street) (city or town) (state) (zip)

The name of the VIRGINIA registered agent is M. Mallory Mantiply

The registered agent is (mark appropriate box):

- (1) an individual who is a resident of Virginia **and**
 - an officer of the corporation.
 - a director of the corporation.
 - a member of the Virginia State Bar.
- OR**
- (2) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

The foreign corporation's VIRGINIA registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is
310 First Street, Suite 1100 Roanoke, VA 24002-0090
(number/street) (city or town) (zip)

which is physically located in the county or city of Roanoke

<u>OFFICERS:</u>	<u>NAME AND TITLE</u>	<u>BUSINESS ADDRESS</u>
	Peter M. Canovali, CEO	3000 McKnight East Drive Pittsburgh PA 15237
	William E. Cline, COO	3000 McKnight East Drive Pittsburgh PA 15237

<u>DIRECTORS:</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>
	Peter M. Canovali, Chairman	3000 McKnight East Drive Pittsburgh PA 15237
	Carol Canovali	3000 McKnight East Drive Pittsburgh PA 15237

<u>STOCK:</u>	<u>NUMBER OF SHARES AUTHORIZED TO BE ISSUED</u>	<u>CLASS AND SERIES</u>
	1,000	Common

The undersigned executes this application in the name of the corporation and declares the facts stated herein to be true:
Peter M. Canovali Peter M. Canovali President and CEO 10/21/10
(signature) (printed name) (corporate title) (date)

Telephone number (optional): (412) 548-1640

See important instructions on the reverse

1012040393

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

OCTOBER 28, 2010

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

THE ADVISOR GROUP, INC.

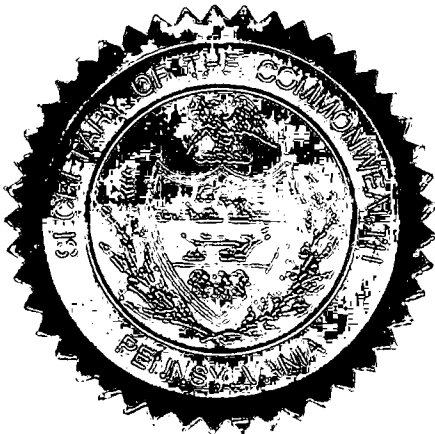
I, Basil L Merenda, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct

copy of

ARTICLES OF INCORPORATION filed on March 9, 1984,
DECENNIAL REPORT filed on February 4, 2002

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Basil L. Merenda

Secretary of the Commonwealth

ARTICLES OF INCORPORATION

(PREPARE IN TRIPLICATE)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE - CORPORATION BUREAU
308 NORTH OFFICE BUILDING, HARRISBURG, PA 17120

PLEASE INDICATE (CHECK ONE) TYPE CORPORATION:
 DOMESTIC BUSINESS CORPORATION
 DOMESTIC BUSINESS CORPORATION
A CLOSE CORPORATION - COMPLETE BACK
 DOMESTIC PROFESSIONAL CORPORATION
ENTER BOARD LICENSE NO.

1012040393

FEE \$75.00

1012040393

010 NAME OF CORPORATION (MUST CONTAIN A CORPORATE INDICATOR UNLESS EXEMPT UNDER 15 P.S. 2908 B)

The Advisor Group, Inc. *non dam*

011 ADDRESS OF REGISTERED OFFICE IN PENNSYLVANIA (P.O. BOX NUMBER NOT ACCEPTABLE)

206 McKnight Parks Drive

012 CITY

Pittsburgh

033 COUNTY

Allegheny

013 STATE

02 Pennsylvania

064 ZIP CODE

15237

050 EXPLAIN THE PURPOSE OR PURPOSES OF THE CORPORATION

The purpose for which the corporation is incorporated is to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Pennsylvania Business Corporation Law.

(ATTACH 8 1/2 x 11 SHEET IF NECESSARY)

The Aggregate Number Shares, Classes of Shares and Par Value of Shares Which the Corporation Shall have Authority to Issue:

040 Number and Class of Shares 1000 Shares - Common	041 Stated Par Value Per Share if Any \$1.00	042 Total Authorized Capital \$1000.00	031 Term of Existence Perpetual
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The Name and Address of Each Incorporator, and the Number and Class of Shares Subscribed to by each Incorporator

060 Name	061, 062 063, 064 Address (Street, City, State, Zip Code)	Number & Class of Shares
John D. O'Brien	One Riverfront Center, Pittsburgh, PA 15222	1 Share - Common
(ATTACH 8 1/2 x 11 SHEET IF NECESSARY)		

IN TESTIMONY WHEREOF, THE INCORPORATOR(S) HAS (HAVE) SIGNED AND SEALED THE ARTICLES OF INCORPORATION THIS 7th DAY OF March 1984.

John D. O'Brien
John D. O'Brien

- FOR OFFICE USE ONLY -

030 FILED MAR. 09 1984	002 CODE <i>H/h</i>	003 REV BOX	SEQUENTIAL NO. <i>6304</i>	100 MICROFILM NUMBER <i>3417 100</i>
<i>Spencer David</i>	REVIEWED BY <i>bh</i>	004 SIC	AMOUNT \$ <i>75</i>	001 CORPORATION NUMBER <i>794180</i>
	DATE APPROVED MAR. 9 1984	CERTIFY TO <input checked="" type="checkbox"/> REV. <input type="checkbox"/> L & I	INPUT BY <i>CS</i> 3-9-84	LOG IN
Certification#: 9084190-1 Page 1 of 3 Secretary of the Commonwealth Department of State	DATE REJECTED	MAILLED BY DATE	VERIFIED BY <i>kh</i>	LOG IN (REFILE) LOG OUT (REFILE)

Commonwealth of Pennsylvania

Department of State



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth
To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.

Whereas, The stipulations and conditions of the Law have been fully complied with by

THE ADVISOR GROUP, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this _____ day of _____ in the year of our Lord one thousand nine hundred and _____ and of the Commonwealth the two hundred _____



William R. Davis

Secretary of the Commonwealth

2002035-144

FEB 04 2002

1012040393

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 1194180

Kim Fitzgerald
Secretary of the Commonwealth

**DECENNIAL REPORT OF
ASSOCIATION CONTINUED EXISTENCE**

DSCB:54-503 (Rev 90)

In compliance with the requirements of 54 Pa.C.S. § 503 (relating to decennial filings required) the undersigned association hereby states that:

1. The name of the association to which this report relates is: The Advisor Group, Inc.

2. The (a) address of this association's current registered or other office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

<u>Mount East Plaza II</u>				
(a) <u>306 Mount Park Drive</u>	<u>Pittsburgh</u>	<u>PA</u>	<u>15237</u>	<u>Allegheny</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purposes.

3. The association has not made any filing in the Department a permanent record of which is retained by the Department after January 1, 1990.

4. The association continues to exist.

IN TESTIMONY WHEREOF, the undersigned association has caused this Decennial Report of Association Continued Existence to be signed by a duly authorized officer thereof this 1st day of June, 2002.

The Advisor Group Inc.
(Name of Association)

BY: [Signature]
(Signature)

TITLE: President