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ACCOUNT NO.: 072100000032

REFERENCE :

AUTHORIZATION :

COST LIMIT :

ORDER DATE: January 24, 2000 400/100003278

ORDER TIME :

10:55 AM

ORDER NO. : 561636-005

CUSTOMER NO: 4312909

200003107762-

Patti Roehl, Legal Asst CUSTOMER:

GUNSTER YOAKLEY VALDEZ-FAULI & GUNSTER YOAKLEY VALDEZ-FAULI &

777 S. Flagler Dr.

Suite 500 East

W. Palm Beach, FL

DOMESTIC FILING

NAME:

LEE MUNDER INVESTMENTS LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXÂMINER'S INIȚIALS:

CERTIFICATE OF LIMITED PARTNERSHIP OF LEE MUNDER INVESTMENTS LTD. A Florida Limited Partnership

The undersigned general partner, desiring to form a limited partnership pursuant to the Floridal Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. <u>Name of Partnership.</u> The name of the Partnership is as follows:

Lee Munder Investments Ltd.

2. <u>Address of Record Keeping Office</u>. The address of the record keeping office of the Partnership in the State of Florida is as follows:

1029 North Ocean Boulevard Palm Beach, Florida 33480

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership are as follows:

Valdes-Fauli Corporate Services, Inc. 777 South Flagler Drive, Suite 500 East West Palm Beach, Florida 33401

4. <u>Name and Business Address of General Partner.</u> The name and business address of the general partner are as follows:

Lee Munder Investments LLC 1029 North Ocean Boulevard Palm Beach, Florida 33480

5. <u>Mailing Address.</u> The mailing address of the Partnership is as follows:

1029 North Ocean Boulevard Palm Beach, Florida 33480

6. <u>Latest Date Upon Which Partnership Is To Dissolve.</u> The latest date upon which the Partnership is to dissolve is December 31, 2050.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 21st day of January, 2000

General Partner

LEE MUNDER INVESTMENTS LLC,

Michael V. Mitrione, Authorized Representative

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned, as sole general partner of Lee Munder Investments Ltd., certifies:

- 1. The amount of capital contributions to date of the limited partner(s) is \$1,000.00.
- 2. The total amount contributed and anticipated to be contributed by the limited partner(s) at this time total \$2,000,000.00.

Signed this 21st day of January, 2000

FURTHER AFFIANT SAITH NOT.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

LEE MUNDER INVESTMENTS LLC,

General Partner

Michael V. Mitrione, Authorized

Representative

DIVISION OF CORPORATIONS

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process of the above stated limited partnership at the place designated in this certificate, Valdes-Fauli Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Valdes-Fauli Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Valdes-Fauli Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent.

VALDES-FAULI CORPORATE SERVICES, INC.

Michael V. Mitrione

Vice President

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