

B94000000422

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

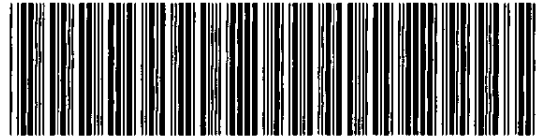
Special Instructions to Filing Officer:

L. SELLERS

MAY - 2 2008

EXAMINER

Office Use Only



400125738264

04/30/08--01056--009 **113.75

2008 APR 30 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

BROWN 
BROTHERS
HARRIMAN

April 29, 2008

Florida Department of State
Registration Section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Brown Brothers Harriman & Co. Limited Partnership
Certificate of Amendment / Limited Partnership Annual Report

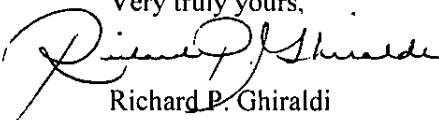
Dear Sir / Madam:

Please find enclosed a Certificate of Amendment for Brown Brothers Harriman & Co., Limited Partnership along with a check in the amount of \$113.75, which represents the filing fee and the additional charge for a Certified Copy and Certificate of Status. The amendment is for the admission of Carl S. Cutler and Maroa C. Velez as General Partners effective January 1, 2008, the withdrawal of J. William Anderson and William H. Moore III effective January 1, 2008 and the withdrawal of Glenn E. Baker, effective March 1, 2008

Also included is our Limited Partnership Annual Report for 2007, along with a check in the amount of \$508.75. This includes the filing fee (\$500.00) and an addition fee (\$8.75) for a certificate of status.

If you have any questions or require additional information, please contact the undersigned at (212) 493-7653.

Very truly yours,



Richard P. Ghiraldi
Asst. Vice President

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Brown Brothers Harriman & Co., Limited Partnership
(Name of Foreign Limited Partnership or Limited Liability Limited Partnership)

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Kurt W. Fuchs

(Contact Person)

Brown Brothers Harriman & Co.

(Firm/Company)

140 Broadway

(Address)

New York, NY 10005-1101

(City, State and Zip Code)

For further information concerning this matter, please call:

Richard P. Ghiraldi

(Name of Contact Person)

at (212) 493-7653

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$52.50 Filing Fee \$61.25 Filing Fee and Certificate of Status \$105.00 Filing Fee and Certified Copy \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:
Brown Brothers Harriman & Co. Limited Partnership

2. The jurisdiction of its formation is: New York

3. The date the entity was authorized to transact business in Florida is: 10/19/1994

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

<u>Name:</u>	<u>Business Address:</u>
<u>See attached</u>	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

2008 APR 30 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

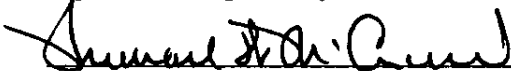
8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- The entity elects to be a limited liability limited partnership.
- The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:

 _____

Typed or printed name:

Michael W. McConnell, General Partner

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

Item #5.

*Brown Brothers Harriman & Co. Limited Partnership
Document Number B9400000422*

GENERAL PARTNERS as of March 1, 2008

<u>Name</u>	<u>Office</u>
Peter B. Bartlett	Brown Brothers Harriman & Co. 140 Broadway New York, New York 10005-1101
Thomas E. Berk	Brown Brothers Harriman & Co. 140 Broadway New York, New York 10005-1101
Brian A. Berris	Brown Brothers Harriman & Co. 140 Broadway New York, New York 10005-1101
Taylor S. Bodman	Brown Brothers Harriman & Co. 40 Water Street Boston, Massachusetts 02109
John J. Borland	Brown Brothers Harriman & Co. 240 Royal Palm Way, Floor 1 Palm Beach, Florida 33480
Timothy J. Connelly	Brown Brothers Harriman & Co. 40 Water Street Boston, Massachusetts 02109
Carl C. Cutler	Brown Brothers Harriman & Co. 1531 Walnut Street Philadelphia, Pennsylvania 19102-3098
Douglas A. Donahue, Jr.	Brown Brothers Harriman & Co. 40 Water Street Boston, Massachusetts 02109

2008 APR 30 AM 9:53
SECRETARY OF STATE
TALLahassee, FLORIDA

FILED

Anthony T. Enders

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

A. T. Ercklentz

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Dario Galindo

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

John A. Gehret

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Kathryn C. George

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Robert R. Gould

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Kyosuke Hashimoto

c/o Brown Brothers Harriman Securities Investment
Banzai Bldg. 5F, 31-19 Shiba 2-Chome
Minato-Ku, Tokyo 105-0014
Japan

Landon Hilliard

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Jeffrey R. Holland

Brown Brothers Harriman & Co.
Veritas House
125 Finsbury Pavement
London EC2A 1PN

Charles O. Izard

Brown Brothers Harriman & Co.
227 West Trade Street, Suite 2100
Charlotte, North Carolina 28202

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 APR 30 AM 9:53

FILED

Radford W. Klotz

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Susan C. Livingston

Brown Brothers Harriman & Co.
40 Water Street
Boston, Massachusetts 02109

T. Michael Long

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Hampton S. Lynch, Jr.

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Michael W. McConnell

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

John P. Molner

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Donald B. Murphy

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Yukinori Nagahisa

c/o Brown Brothers Harriman Securities Investment
Banzai Bldg. 5F, 31-19 Shiba 2-Chome
Minato-Ku, Tokyo 105-0014
Japan

John A. Nielsen

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

A. Heaton Robertson III

Brown Brothers Harriman & Co.
40 Water Street
Boston, Massachusetts 02109

2008 APR 30 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Jeffrey A. Schoenfeld

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

W. Carter Sullivan III

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Stokley P. Towles

Brown Brothers Harriman & Co.
40 Water Street
Boston, Massachusetts 02109

Andrew J. F. Tucker

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Lawrence C. Tucker

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

William B. Tyree

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Maroa C. Velez

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Douglas C. Walker

Brown Brothers Harriman & Co.
1531 Walnut Street
Philadelphia, Pennsylvania 19102-3098

William J. Whelan, Jr.

Brown Brothers Harriman & Co.
40 Water Street
Boston, Massachusetts 02109

Richard H. Witmer, Jr.

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

State of New York,
Banking Department

WHEREAS, the Superintendent of Banks of the State of New York has heretofore approved the verified certificate filed by:

GENERAL PARTNERS/CLASS 1 LIMITED PARTNERS

Peter B. Bartlett
Thomas E. Berk
Brian A. Berris
Taylor S. Bodman
John J. Borland
Timothy J. Connelly
Carl S. Cutler
Douglas A. Donahue, Jr.
Anthony T. Enders
Alexander T. Ercklentz
Dario Galindo
John A. Gehret
Kathryn C. George

Robert R. Gould
Kyosuke Hashimoto
Landon Hilliard
Jeffrey R. Holland
Charles O. Izzard
Radford W. Klotz
Susan C. Livingston
T. Michael Long
Hampton S. Lynch, Jr.
Michael W. McConnell
John P. Molner
Donald B. Murphy
Yukinori Nagahisa

John A. Nielsen
A. Heaton Robertson III
Jeffrey A. Schoenfeld
W. Carter Sullivan III
Stokley P. Towles
Andrew J. F. Tucker
Lawrence C. Tucker
William B. Tyree
Maroa C. Vélez
Douglas C. Walker
William J. Whelan, Jr.
Richard H. Witmer, Jr.

CLASS 2 LIMITED PARTNERS

J. William Anderson
Glenn E. Baker
Walter H. Brown
Terrence M. Farley

Elbridge T. Gerry, Jr.
Kristen F. Giarrusso
John C. Hanson

Ronald J. Hill
Michael Kraynak, Jr.
Eugene C. Rainis

of **BROWN BROTHERS HARRIMAN & CO.**, who have applied for authorization to conduct within this State the business of Private Bankers, in accordance with the provisions of Article IV of the Banking Law, and it appearing that such business may be safely entrusted to such persons and that they have complied with the requirements of law and fulfilled all the conditions precedent to commencing business imposed by Chapter II of the Consolidated Laws;

NOW, THEREFORE, I, **DAVID S. FREDSELL**, Deputy Superintendent of Banks of the State of New York, DO HEREBY AUTHORIZE the said named persons to transact the business of Private Bankers at 140 Broadway, New York, within this State, effective on or after March 1, 2008.

Witness, my hand and official seal of the Banking Department at the City of New York,

this 27th day of February two thousand and eight.

I hereby certify
this document as a
true and complete copy of the
original, which is in full force and effect.

Kurt W. Fuchs: Vice President
Brown Brothers Harriman & Co.

Signature

4/1/29/2008

Date

2008 APR 30 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

David Fredsell
Deputy Superintendent of Banks

State of New York
Banking Department

**I, DAVID S. FREDSALL, Deputy Superintendent of Banks of the State of New York,
DO HEREBY CERTIFY:**

**THAT, BROWN BROTHERS HARRIMAN & CO., is a partnership which has
been issued an authorization certificate to engage in business in New York as a private banker under
Article IV of the Banking Law. Its office for the transaction of business is located at 140
Broadway, New York, New York. The authorization certificate of such partnership has not been
revoked or suspended and such partnership is a subsisting private banker under the supervision of
this Department.**

**WITNESS, my hand and official seal of the Banking Department at the City of New York,
this 10th day of April in the Year two thousand and eight.**


Deputy Superintendent of Banks