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**F0000000 6499**

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-11/21/00--01074--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

Fidelity Investments Institutional Operations Company, Inc.

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit                 |   |   |
| <input checked="" type="checkbox"/> Foreign        | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                       | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of          |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                  |   |   |

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NOV 21 AM 11:14  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

11/21/00

Order#:  
Ref#:  
Amount:\$

*Handwritten:* Np 11/21

**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. Fidelity Investments Institutional Operations Company, 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. Massachusetts 3. 04-2647786  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 14, 1978 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. 82 Devonshire Street, Boston, MA 02109  
(Principal office address)

Same  
(Current mailing address)

8. Transfer agent  
(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: CT Corporation System

Office Address: 1200 South Pine Road

Plantation, Florida 33324  
(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.*

Lauren Kreatz  
(Registered agent's signature)

LAUREN H. KREATZ,  
SPECIAL ASSISTANT SECRETARY

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: Vacant

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: Vacant

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: Robert L. Reynolds

Address: 82 Devonshire Street, Boston, MA 02109

Director: Peter Smail

Address: 82 Devonshire Street, Boston, MA 02109

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B. OFFICERS

President: Peter J. Smail

Address: 82 Devonshire Street, Boston, MA 02019

Vice President: Richard H. Linton, Jr.

Address: 82 Devonshire Street, Boston, MA 02109

Secretary: Jay Freedman

Address: 82 Devonshire Street, Boston, MA 02109

Treasurer: Stephen E. Tibbetts

Address: 82 Devonshire Street, Boston, MA 02109

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

13. \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jay Freedman, Secretary  
(Typed or printed name and capacity of person signing application)



William Francis Galvin  
Secretary of the  
Commonwealth

# The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

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TALLAHASSEE, FLORIDA

November 20, 2000

TO WHOM IT MAY CONCERN:

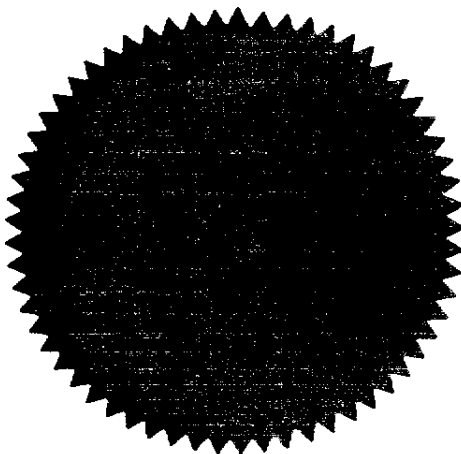
I hereby certify that according to the records of this office,

## FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.

is a domestic corporation organized on July 14, 1978, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

\*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

