

FD 2000004163

CORPORATION SYSTEM

CORPORATION(S) NAME

T. Rowe Price Retirement Plan Services Inc.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 AUG 16 PM 2:28

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

Name \_\_\_\_\_  
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 W.P. Verifier \_\_\_\_\_

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Order#: 5539815  
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 -08/16/02--01042--010  
 \*\*\*4608.75 \*\*\*4608.75  
 Ref#: \_\_\_\_\_  
 300007167273--4  
 -08/16/02--01047--024  
 Amount: \$ \*\*\*\*\*70.00 \*\*\*\*\*70.00

660 East Jefferson Street  
 Tallahassee, FL 32301  
 Tel. 850 222 1092  
 Fax 850 222 7615

FD-4163  
OK

**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. T. Rowe Price Retirement Plan Services, 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. Maryland 3. 52-1714114  
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 2, 1991 5. Perpetual  
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1998  
 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 100 East Pratt Street, Corporate Records - Mail Code 5310, Baltimore, MD 21202-1009  
 (Current mailing address)

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8. Registered transfer agent: provide administrative/recordkeeping/acctg. services to employee benefit plan administrators  
 (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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324  
 (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.*

C T Corporation System

Connie Bryan  
 (Registered agent's signature)

**CONNIE BRYAN  
 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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: James S. Riepe

Address: 100 East Pratt Street, Baltimore, MD 21202

Vice Chairman: n/a

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

Director: James S. Riepe

Address: 100 East Pratt Street, Baltimore, MD 21202-1009

Director: John R. Rockwell

Address: 100 East Pratt Street, Baltimore, MD 21202-1009

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Charles E. Vieth

Address: 100 East Pratt Street, Baltimore, MD 21202-1009

Vice President: John R. Rockwell

Address: 100 East Pratt Street, Baltimore, MD 21202-1009

Secretary: Barbara A. Van Horn

Address: 100 East Pratt Street, Baltimore, MD 21202-1009

Treasurer: Joseph P. Croteau

Address: 100 East Pratt Street, Baltimore, MD 21202-1009

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

13. *Barbara A. Van Horn*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Barbara A. Van Horn, Secretary  
(Typed or printed name and capacity of person signing application)

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Current Officers & Directors

T. Rowe Price Retirement Plan Services, Inc. (205)

<u>Director</u>	<u>Title</u>
James S. Riepe	Director
George A. Roche	Director
John R. Rockwell	Director
Charles E. Vieth	Director
Steven J. Zients	Director

<u>Officer</u>	<u>Title</u>
James S. Riepe	Chairman of the Board
Charles E. Vieth	President
John R. Rockwell	Senior Vice President
Steven J. Zients	Senior Vice President
David M. Abbey	Vice President
Pegi E. Almond Morrill	Vice President
James J. Angelone	Vice President
Margaret G. Baldwin	Vice President
Steven J. Banks	Vice President
Richard S. Behrman	Vice President
Barbara J. Burdett	Vice President
Edward D. Burke	Vice President
Christine M. Carolan	Vice President
Linda M. Caton	Vice President
Steven J. Clark	Vice President
Joseph C. Cosentini	Vice President
Megan C. Daufeldt	Vice President
John J. Doyle	Vice President
Suzanne C. Flahive	Vice President
John A. Galateria	Vice President
Sharon R. Gilbert	Vice President
Ruth H. Glaser	Vice President
James B. Guinessey	Vice President
Henry H. Hopkins	Vice President
Judi L. Knott	Vice President
Mary Beth Lange	Vice President
Teresa M. Loeffert	Vice President
Nancy M. Maitland	Vice President
Patricia A. McCauley	Vice President
Carey J. McKenzie	Vice President
Patricia E. Moloney	Vice President
Francisco J. Negron	Vice President
Timothy D. Noel	Vice President
Deborah A. Novotny	Vice President
Lynn T. Nucci	Vice President
David B. Orlando	Vice President
Kelli M. Reed	Vice President
Todd W. Remmert	Vice President
R. Todd Ruppert	Vice President
Deborah J. Sanders	Vice President
James A. Smit	Vice President
David M. Stewart	Vice President
Heidi L. Stumpf-Walsh	Vice President
Elizabeth L. Sutor	Vice President
Theresa M. Vondersmith	Vice President

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Current Officers & Directors

Carol E. Waddell	Vice President
Barbara J. Weir	Vice President
Jill I. Wharton	Vice President
Anne G. Whitescarver	Vice President
Joseph P. Croteau	Treasurer
Barbara A. Van Horn	Secretary
Joseph P. Croteau	Controller
Martin D. Allenbaugh Jr.	Assistant Vice President
Christina B. Anthony	Assistant Vice President
David R. Bell	Assistant Vice President
Linda S. Benson	Assistant Vice President
Thomas J. Brandt	Assistant Vice President
Anne E. Carbaugh	Assistant Vice President
Lisa M. Carr	Assistant Vice President
James G. Carville IV	Assistant Vice President
Charlene R. D'Agati	Assistant Vice President
Sean C. Dailey	Assistant Vice President
Kent B. Del Carmen	Assistant Vice President
Tracey E. Del Carmen	Assistant Vice President
Beth K. Derickson	Assistant Vice President
Virginia L. Fenwick	Assistant Vice President
Sarah F. Feustle	Assistant Vice President
Jean L. Fisher	Assistant Vice President
Susan M. Fritz	Assistant Vice President
Maria E. Gallo	Assistant Vice President
Luis A. Gomez	Assistant Vice President
Esther J. Grabill	Assistant Vice President
Jean K. Hawes	Assistant Vice President
Terence P. Howard	Assistant Vice President
R. Kirk Hughes	Assistant Vice President
Rebecca L. Hunter	Assistant Vice President
Robert C. Ihle	Assistant Vice President
Maryanne Jacobs	Assistant Vice President
Janet L. Johansen	Assistant Vice President
Craig Keim	Assistant Vice President
Do Young Kim	Assistant Vice President
Gina M. Lea	Assistant Vice President
Kathleen L. Lindenstruth	Assistant Vice President
Sharon G. Marcus	Assistant Vice President
Margaret O. Markovic	Assistant Vice President
Matthew D. McOsker	Assistant Vice President
Michael J. Metz	Assistant Vice President
Kimberly M. O'Connor	Assistant Vice President
Thomas L. Obara	Assistant Vice President
Darlene Rice Reinecke	Assistant Vice President
Stuart L. Ritter	Assistant Vice President
Ann M. Rogers	Assistant Vice President
Lora B. Rosen	Assistant Vice President
Mary Ann Tamberrino	Assistant Vice President
Guenevere A. Toste	Assistant Vice President
Rachel H. Weker	Assistant Vice President
Donna Welsh	Assistant Vice President
Peggy B. Wolfe	Assistant Vice President
Michael C. York	Assistant Vice President
Deborah D. Seidel	Assistant Treasurer

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**STATE OF MARYLAND**  
**Department of Assessments and Taxation**

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT T. ROWE PRICE RETIREMENT PLAN SERVICES, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS AUGUST 14, 2002.



Paul B. Anderson  
Charter Division

