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Corporation(s) Name

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*Copeland Associates LLC*  
*M-445*

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| <input type="checkbox"/> Nonprofit           | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Mark   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Other  |
| <input checked="" type="checkbox"/> LLC      | <input type="checkbox"/> Reservation        | <input type="checkbox"/> Ch. RA |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Fictitious Name    | <input type="checkbox"/> UCC    |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Photocopies        | <input type="checkbox"/> CUS    |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Will Wait          |                                 |
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Thank You!

11 page

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Copeland Associates LLC  
(Name of foreign limited liability company)

2. Delaware 3. 13-2862391  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. February 25, 2000 5. perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing.  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. Two Tower Center  
East Brunswick, NJ 08816  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

See attached list.

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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Any and all lawful business  
activities.

Paul S. Feinberg  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
Paul S. Feinberg, Secretary  
Typed or printed name of signee

**COPELAND ASSOCIATES LLC**  
**Two Tower Center**  
**East Brunswick, New Jersey 08816**

---

**Directors**

Robert C. Dughi  
525 Valley Road  
Watchung, NJ 07060

William A. Arnold  
7 Evan Drive  
Cranbury, NJ 08512

Paul J. Chong  
6 Hughes Road  
Bridgewater, NJ 08807

Paul S. Feinberg  
20 Overbrook Road  
Randolph, NJ 07869

Ira M. Schwartz  
39 Scarsdale Drive  
Livingston, NJ 07039

Mark M. Skinner  
26 Hilltop Terrace  
Chatham, NJ 07928

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**COPELAND ASSOCIATES LLC**  
**Two Tower Center**  
**East Brunswick, New Jersey 08816**

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**Officers**

William A. Arnold 7 Evan Drive Cranbury, NJ 08512	Executive Vice President, Chief Financial Officer and Treasurer
Patrick Bello 12 Lower Hilltop Road Yardley, PA 19067	Vice President, Product Management
John Bertelsen 15 Dutchtown-Harlingen Road Belle Mead, NJ 08502	Vice President, Operations
Andrew J. Bristow 126 Fairway Drive Langhorne, PA 19047	Vice President, 401(k) Operations
Cynthia A. Butkocy 300 Valley Road Watchung, NJ 07060	Senior Vice President and Chief Information Officer
Lance V. Cannon 14412 33rd Drive SE Mill Creek, WA 98012	Vice President, Western Divisional Sales Director, Plan Services
John F. Carey 15 Hebron Road Bolton, CT 06043	Vice President, Financial Planning for Retirement
Jacqueline Carmon 7 Mulberry Court Montgomery, NJ 08502	Vice President, Administrative Systems
Craig S. Cheyne 8036 Kelok Way Clayton, CA 94517	Regional Vice President
Paul J. Chong 6 Hughes Road Bridgewater, NJ 08807	President, Plan Services
Paul Coller 12 Sun Watch Court Ramsey, NJ 07446	Senior Vice President, Human Resources

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**COPELAND ASSOCIATES LLC**  
**Two Tower Center**  
**East Brunswick, New Jersey 08816**

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David R. Cotton  
32 Dayton Lane  
Manalapan, NJ 07726

Vice President, IT Operations

Joseph Cucchiaro  
15 Redwood Terrace  
Flemington, NJ 08822

Vice President, Transaction  
Processing Operations

Guy DeFazio  
11 Katie Way  
Hamilton Square, NJ 08690

Vice President, 401(k) Recordkeeping  
Services

Peter Donlon  
47 Oxford Drive  
East Windsor, NJ 08520

Vice President, Information  
Technology

Robert C. Dughi  
525 Valley Road  
Watchung, NJ 07060

Chairman of the Board

Hazel E. Durand  
160 Pelham Island Road  
Wayland, MA 01778

Regional Vice President

Paul H. Eddy  
63 Hamilton Road  
Belmont, MA 02778

Assistant Secretary

James R. Famularo  
4 Vermont Avenue  
Jackson, NJ 08527

Vice President, Financial Operations

Paul S. Feinberg  
20 Overbrook Road  
Randolph, NJ 07869

Senior Vice President, General  
Counsel, and Secretary

Ellen Fong  
35 Woodland Road  
Maplewood, NJ 07040

Vice President, Corporate  
Development

Gary E. Ganakas  
924 Pebblebrook Lane  
East Lansing, MI 48823

President, Travelers/Net Plus  
Division

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**Two Tower Center**  
**East Brunswick, New Jersey 08816**

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Harvey J. Gannon  
27 Allen Street  
Basking Ridge, NJ 07920

Vice President, Client  
Communications and Services

William M. Gardner  
166 Druid Drive  
McMurray, PA 15317

Senior Vice President (President,  
Citigroup Financial Partners)

Donald M. Goldstein  
767 Sylvan Avenue  
Bayport, NY 11705

Regional Vice President

Sage D. Grumbach  
26 Apple Tree Road  
Flemington, NJ 08822

Vice President, Field Training and  
Development

Peter J. Gulia  
504 South 22nd Street  
Philadelphia, PA 19146

Vice President, Counsel and  
Assistant Secretary

Stuart M. Jentis  
5 Parkview Drive  
Millburn, NJ 07041

Assistant Secretary

Andrew C. Lovasz  
3 Joann Court  
Sayreville, NJ 08872

Vice President, Audit

Cynthia List  
3 Wagner Lane  
Manasquan, NJ 08736

Vice President and Controller

Peter Losowyj  
4 Evans Way  
Monroe Township, NJ 08831

Vice President, Small Markets  
Account Management

Donna Luciano  
10 Switzlik Road  
Hamilton, NJ 08690

Vice President, Corporate Systems

Kathryn Maloney  
6 Washington Park  
Maplewood, NJ 07040

Vice President, Employer and  
Field Office Services

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**COPELAND ASSOCIATES LLC**  
**Two Tower Center**  
**East Brunswick, New Jersey 08816**

---

Stephen E. Maschino  
14470 Clubcreek Drive  
Alpharetta, GA 30201

Regional Vice President

C. Kurt Miller  
11 Oakwood Lane  
Rumson, NJ 07760

Senior Vice President,  
Healthcare Markets

Brendan Morrison  
14 Yardley Manor Drive  
Matawan, NJ 07747

Vice President, Government Markets

Mary F. Nolan  
3 Shetland Green  
Belle Mead, NJ 08502

Vice President, Marketing

Elizabeth A. O'Brien  
721 Bradford Avenue  
Westfield, NJ 07090

Regional Vice President

Anthony Panarese  
358 Aldeburgh Court  
Somerset, NJ 08873

Senior Vice President, Administrative  
Operations

Steve Polychronopoulos  
44 Janet Lane  
Berkeley Heights, NJ 07922

Senior Vice President, 401(k)  
Administrative Operations,  
Plan Services

Anne Marie Popper  
105 Rutledge Court South  
Matawan, NJ 07747

Vice President, Quality Assurance

Lori M. Renzulli  
22 Glen Eyre Drive  
Bridgewater, NJ 08807

Assistant Secretary

Howard Rosenblatt  
P.O. Box 121 Technology  
Greenwood Lake, NY 10925

Vice President, Information

George A. Ryan  
One Tower Square  
Hartford, CT 06183

Assistant Secretary

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**COPELAND ASSOCIATES LLC**  
**Two Tower Center**  
**East Brunswick, New Jersey 08816**

---

James F. Schlucter  
1319 Summerhill Drive  
Malvern, PA 19355

Regional Vice President

Ira M. Schwartz  
39 Scarsdale Drive  
Livingston, NJ 07039

Executive Vice President and  
Chief of Operations

William B. Schwartz  
1323 Bradford Drive  
Coppell, TX 75019

Regional Vice President

William P. Schwarzkopf  
30 West Birchwood Avenue  
Hinsdale, IL 60521

Senior Vice President

Mark M. Skinner  
26 Hilltop Terrace  
Chatham, NJ 07928

President

James D. Smith  
8513 Timber Hill Court  
Elliott City, MD 21043

Regional Vice President

Michael L. St. Clair  
536 Birch Avenue  
Westfield, NJ 07090

Senior Vice President (President,  
Travelers Educators Retirement  
Services)

Paul M. Swanson  
549 Richmond Road  
West Chester, PA 19380

Senior Vice President, National  
Sales Director, Plan Services

David B. Trapani  
14 Diaz Court  
Franklin Park, NJ 08823

Assistant Vice President

William K. Traynor  
20 Old Schoolhouse Road  
Asbury, NJ 08802

Vice President, Eastern Divisional  
Sales Director, Plan Services

Donna S. Webber  
19 Colburn Road  
East Brunswick, NJ 08816

Vice President, Counsel and  
Assistant Secretary

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**COPELAND ASSOCIATES LLC**  
**Two Tower Center**  
**East Brunswick, New Jersey 08816**

---

Nancy Werner  
1 Townsend Drive  
Middletown, NJ 07748

Vice President, Human Resources

Joseph Zavoda  
5 Winton Road  
East Brunswick, NJ 08816

Vice President, 401(k) Compliance  
Services, Plan Services

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Copeland Associates LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

c/o CT Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

C T Corporation System

**STEPHEN ADAMO  
ASSISTANT SECRETARY**

  
(Signature)

**\$ 100.00 Filing Fee for Application**  
**\$ 25.00 Designation of Registered Agent**  
**\$ 30.00 Certified Copy (optional)**  
**\$ 5.00 Certificate of Status (optional)**

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COPELAND ASSOCIATES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0292203

DATE:

03-02-00