

M00000000445

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
850-222-1092

DATE: 10, 2  
600003410916--9  
-10/02/00--01047--015  
\*\*\*\*\*55.00 \*\*\*\*\*55.00

Corporation(s) Name

Copeland Associates LLC  
changing name to:  
CitiStreet Associates LLC

00 OCT -2 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Profit  Amendment  Merger  
 Nonprofit

Foreign  Dissolution  Mark  
 LLC  Withdrawal

Limited Partnership  UBR  Other  
 Reinstatement  Fictitious Name  Ch. RA  
 UCC  1 or  3

00 OCT -2 AM 11:03  
RECEIVED  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

\*\*\*Special Instructions\*\*

Certified Copy  Photocopies  CUS  
 arts/ameds/mergers  Other-See Above

Walk in  Pick-up  Will Wait

Please Return Filed Stamped  
Copies To:

M00-445

Carol Clark

Thank You!

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO  
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**SECTION I (1-3 must be completed)**

1. Name of limited liability company as it appears on the records of the Florida Department of State: Copeland Associates LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 03/07/00

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? August 16, 2000
5. New name of the limited liability company: CitiStreet Associates LLC
6. If the amendment changes the period of duration, indicate new period of duration:  
N/A
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:  
N/A
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: N/A
9. Attached is an original certificate, no more than 90 days old, 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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 OCT -2 PM 1:37

FILED

Paul S. Feinberg

Signature of a member or the authorized representative of a member

Paul S. Feinberg

Typed or printed name of signee

Filing Fee: \$25.00

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CITISTREET ASSOCIATES LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTH DAY OF JUNE, A.D. 1976, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "H. C. COPELAND AND ASSOCIATES, INC." TO "COPELAND ASSOCIATES, INC.", FILED THE EIGHTEENTH DAY OF DECEMBER, A.D. 1991, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 1992.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTIETH DAY OF DECEMBER, A.D. 1991, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1991.

CERTIFICATE OF OWNERSHIP, FILED THE FIFTEENTH DAY OF JUNE,



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

0825370 8100H

AUTHENTICATION: 0695161

001482326

DATE: 09-25-00

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 2

A.D. 1999, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF JUNE, A.D. 1999.

CERTIFICATE OF OWNERSHIP, FILED THE FIFTEENTH DAY OF JUNE, A.D. 1999, AT 10:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF JUNE, A.D. 1999.

CERTIFICATE OF OWNERSHIP, FILED THE TWELFTH DAY OF JULY, A.D. 1999, AT 11:15 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIFTEENTH DAY OF JULY, A.D. 1999.

CERTIFICATE OF OWNERSHIP, FILED THE FOURTH DAY OF FEBRUARY, A.D. 2000, AT 1:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SEVENTH DAY OF FEBRUARY, A.D. 2000.

CERTIFICATE OF OWNERSHIP, FILED THE FOURTH DAY OF FEBRUARY,



*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

0825370 8100H

AUTHENTICATION: 0695161

001482326

DATE: 09-25-00

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 3

A.D. 2000, AT 1:16 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SEVENTH DAY OF FEBRUARY, A.D. 2000.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "COPELAND ASSOCIATES, INC." TO "COPELAND ASSOCIATES LLC", FILED THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2000, AT 11:15 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "COPELAND ASSOCIATES LLC" TO "CITISTREET ASSOCIATES LLC", FILED THE SIXTEENTH DAY OF AUGUST, A.D. 2000, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



*Edward J. Freel*

Edward J. Freel, Secretary of State

0825370 8100H

AUTHENTICATION: 0695161

001482326

DATE: 09-25-00

0/8/76

CERTIFICATE OF INCORPORATION

OF

H. C. COPELAND AND ASSOCIATES, INC.

FIRST. The name of the corporation is H. C. Copeland and Associates, Inc.

SECOND. The address of the corporation's registered office in the State of Delaware is No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares which the corporation shall have authority to issue is 1,000 shares of Common Stock, and the par value of each of such shares is \$1.00 per share.

FIFTH. The name and mailing address of the incorporator is Marshall P. Bartlett, 48 Wall Street, New York, New York 10005.

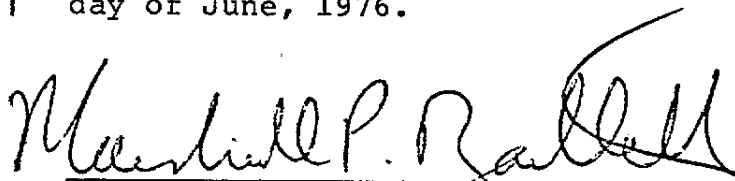
SIXTH. The board of directors of the corporation is expressly authorized to make, alter or repeal by-laws of the corporation, but the stockholders may make additional

by-laws and may alter or repeal any by-law whether or not adopted by them.

SEVENTH. Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the corporation.

EIGHTH. The stockholders are expressly authorized to remove any director with or without cause at any time.

IN WITNESS WHEREOF, I have signed this certificate of incorporation this 7<sup>th</sup> day of June, 1976.

  
Marshall P. Bartlett

CERTIFICATE OF AMENDMENT

OF

12-18-91

CERTIFICATE OF INCORPORATION

H. C. COPELAND AND ASSOCIATES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the directors of said corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of H. C. COPELAND AND ASSOCIATES, INC. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"The name of the corporation is COPELAND ASSOCIATES, INC."

SECOND: That in lieu of a meeting and vote of the sole stockholder, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on January 1, 1992.

IN WITNESS WHEREOF, said H. C. COPELAND AND ASSOCIATES, INC. has caused this certificate to be signed by Mark M. Skinner, its Executive Vice President, and attested by Paul S. Feinberg, its Secretary, this 16th day of December, 1991.

H. C. COPELAND AND ASSOCIATES, INC.

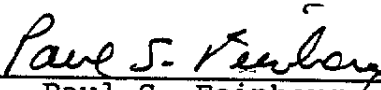
By:



Mark M. Skinner  
Executive Vice President

ATTEST:

By:



Paul S. Feinberg  
Secretary



CERTIFICATE OF OWNERSHIP AND MERGER

12-20-91

MERGING

INTANGIBLE MARKETING, INC.

INTO

H. C. COPELAND AND ASSOCIATES, INC.

H. C. COPELAND AND ASSOCIATES, INC., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 8th day of June, 1976, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of INTANGIBLE MARKETING, INC., a corporation incorporated on the 5th day of August, 1976, pursuant to the Business Corporation Act of the State of New Jersey.

THIRD: That this corporation, by the following resolution duly adopted by its directors at a meeting held on the 5th day of December, 1991, determined to and did authorize the merger into itself of said Intangible Marketing, Inc.:

"RESOLVED, that merger of the Company's wholly-owned subsidiary, Intangible Marketing, Inc., into the Company, effective December 31, 1991, is hereby authorized and approved; and that the officers of the Company are authorized and directed to prepare and file a Certificate of Merger and take such other action as they deem to be necessary or desirable in order to implement the foregoing."

FOURTH: That the merger of Intangible Marketing, Inc. into this corporation shall become effective on December 31, 1991.

IN WITNESS WHEREOF, said H. C. COPELAND AND ASSOCIATES, INC. has caused this Certificate to be signed by Robert C. Dughi, its President, and attested by Paul S. Feinberg, its Secretary, this 13th day of December, 1991.

H. C. COPELAND AND ASSOCIATES, INC.

By: Robert C. Dughi  
Robert C. Dughi  
President

ATTEST:

Paul S. Feinberg  
Paul S. Feinberg  
Secretary

6-15-99  
10:00

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**TRAVELERS/NET PLUS, INC.**

**INTO**

**COPELAND ASSOCIATES, INC.**

Copeland Associates, Inc., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 8<sup>th</sup> day of June, 1976 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Travelers/Net Plus, Inc., a corporation incorporated on the 13<sup>th</sup> day of February, 1996, pursuant to the Stock Corporation Act of the State of Connecticut, and

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 9<sup>th</sup> day of June, 1999, determined to and did merge into itself said Travelers/Net Plus, Inc.:

“RESOLVED, that Copeland Associates, Inc. merge, and it hereby does merge into itself Travelers Net/Plus, Inc., a Connecticut corporation, and succeeds to all of its assets and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective on June 30, 1999; and

FURTHER RESOLVED, that the officers of this corporation are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Travelers/Net Plus, Inc., and succeeds to all of its assets and assumes its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect the merger.”

IN WITNESS WHEREOF, said Copeland Associates, Inc. has caused this Certificate to be signed by Robert C. Dughi, its Chairman of the Board this 10th day of June, 1999.

COPELAND ASSOCIATES, INC.

By: Robert C. Dughi  
Robert C. Dughi  
Chairman of the Board

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TRAVELERS/NET PLUS INSURANCE AGENCY, INC.

INTO

COPELAND ASSOCIATES, INC.

Copeland Associates, Inc., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 8<sup>th</sup> day of June, 1976 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Travelers/Net Plus Insurance Agency, Inc., a corporation incorporated on the 22<sup>nd</sup> day of April, 1996, pursuant to the General Laws of the Commonwealth of Massachusetts, and

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 9<sup>th</sup> day of June, 1999, determined to and did merge into itself said Travelers/Net Plus Insurance Agency, Inc.:

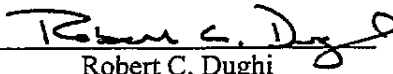
"RESOLVED, that Copeland Associates, Inc. merge, and it hereby does merge into itself Travelers Net/Plus Insurance Agency, Inc., a Massachusetts corporation, and succeeds to all of its assets and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective on June 30, 1999; and

FURTHER RESOLVED, that the officers of this corporation are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Travelers/Net Plus Insurance Agency, Inc., and succeeds to all of its assets and assumes its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect the merger."

IN WITNESS WHEREOF, said Copeland Associates, Inc. has caused this Certificate to be signed by Robert C. Dughi, its Chairman of the Board this 10<sup>th</sup> day of June, 1999.

COPELAND ASSOCIATES, INC.

By:   
Robert C. Dughi  
Chairman of the Board

6-15-99  
10:01

6-17-99

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**TRAVELERS/NET PLUS AGENCY OF OHIO, INC.**  
**INTO**  
**COPELAND ASSOCIATES, INC.**

Copeland Associates, Inc., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 8<sup>th</sup> day of June, 1976 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Travelers/Net Plus Agency of Ohio, Inc., a corporation incorporated on the 13<sup>th</sup> day of February, 1997, pursuant to Chapter 1701 of the Ohio Revised Code, and

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 9<sup>th</sup> day of June, 1999, determined to and did merge into itself said Travelers/Net Plus Agency of Ohio, Inc.:

“RESOLVED, that Copeland Associates, Inc. merge, and it hereby does merge into itself Travelers Net/Plus Agency of Ohio, Inc., an Ohio corporation, and succeeds to all of its assets and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective on July 15, 1999; and

FURTHER RESOLVED, that the officers of this corporation are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Travelers/Net Plus Agency of Ohio, Inc., and succeeds to all of its assets and assumes its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect the merger.”

IN WITNESS WHEREOF, said Copeland Associates, Inc. has caused this Certificate to be signed by Paul S. Feinberg, its Senior Vice President, this 12<sup>th</sup> day of July 1999.

COPELAND ASSOCIATES, INC.

By: Paul S. Feinberg  
Paul S. Feinberg  
Senior Vice President

2-9-00  
1:15

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**COPELAND ASSOCIATES OF NEVADA, INC.**

**INTO**

**COPELAND ASSOCIATES, INC.**

Copeland Associates, Inc., a corporation organized and existing under the laws of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the 8<sup>th</sup> day of June, 1976 pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That this corporation owns all of the outstanding shares of the stock of Copeland Associates of Nevada, Inc., a corporation incorporated on the 29<sup>th</sup> day of July, 1996, pursuant to Nevada Revised Statutes Section 78, and

**THIRD:** That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 3<sup>rd</sup> day of February, 2000, determined to and did merge into itself said Copeland Associates of Nevada, Inc.:

“RESOLVED, that Copeland Associates, Inc. merge, and it hereby does merge into itself Copeland Associates of Nevada, Inc., a Nevada corporation, and succeeds to all of its assets and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective on February 7, 2000; and

FURTHER RESOLVED, that the officers of this corporation are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Copeland Associates of Nevada, Inc., and succeeds to all of its assets and assumes its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect the merger.”

IN WITNESS WHEREOF, said Copeland Associates, Inc. has caused this Certificate to be signed by Robert C. Dughi, its Chairman of the Board this 3<sup>rd</sup> day of February, 2000.

COPELAND ASSOCIATES, INC.

By: Robert C. Dughi  
Robert C. Dughi  
Chairman of the Board

2-4-00  
116

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**DONALD F. SMITH & ASSOCIATES**

**INTO**

**COPELAND ASSOCIATES, INC.**

Copeland Associates, Inc., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 8<sup>th</sup> day of June, 1976 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Donald F. Smith & Associates, a corporation incorporated on the 7<sup>th</sup> day of April, 1965, pursuant to the Business Corporation Act of the State of New Jersey, and

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 3<sup>rd</sup> day of February, 2000, determined to and did merge into itself said Donald F. Smith & Associates:

“RESOLVED, that Copeland Associates, Inc. merge, and it hereby does merge into itself Donald F. Smith & Associates, a New Jersey corporation, and succeeds to all of its assets and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective on February 7, 2000; and

FURTHER RESOLVED, that the officers of this corporation are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Donald F. Smith & Associates, and succeeds to all of its assets and assumes its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect the merger.”

IN WITNESS WHEREOF, said Copeland Associates, Inc. has caused this Certificate to be signed by Robert C. Dughi, its Chairman of the Board this 3<sup>rd</sup> day of February, 2000.

COPELAND ASSOCIATES, INC.

By: Robert C. Dughi  
Robert C. Dughi  
Chairman of the Board

02/25/2000

11:34

STATE OF DELAWARE 002  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 11:15 AM 02/25/2000  
001094752 - 0825370

CERTIFICATE OF CONVERSION  
OF  
COPELAND ASSOCIATES, INC.  
INTO  
COPELAND ASSOCIATES LLC

Pursuant to Section 266 of the General Corporation Law  
of the State of Delaware

FIRST: The name of the corporation is Copeland Associates, Inc.  
(the "Corporation") and the jurisdiction of its incorporation is Delaware.

SECOND: The date of the Corporation's incorporation is June 8,  
1976.

THIRD: The name of the limited liability company into which the  
Corporation shall be converted is Copeland Associates LLC.

FOURTH: This conversion has been approved in accordance with the  
provisions of Section 266 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certifi-  
cate of Conversion to be executed in its corporate name this 25<sup>th</sup> day of February,  
2000.

COPELAND ASSOCIATES, INC.

By: Paul S. Feinberg  
Name: Paul S. Feinberg  
Title: Senior Vice President, General  
Counsel and Secretary



CERTIFICATE OF FORMATION

OF

COPELAND ASSOCIATES LLC

The name of the limited liability company is Copeland Associates LLC.

The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Copeland Associates LLC on this 25<sup>th</sup> day of February, 2000.

COPELAND ASSOCIATES LLC


By Paul S. Feinberg  
Name: Paul S. Feinberg  
Title: Authorized Person

8-16-00

CERTIFICATE OF AMENDMENT  
OF  
Copeland Associates LLC

1. The name of the limited liability company is Copeland Associates LLC.
2. The Certificate of Formation of the limited liability company is hereby amended as follows:  
"The name of the limited liability company is CitiStreet Associates LLC."
3. This Certificate of Amendment shall be effective on August 16, 2000.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Copeland Associates LLC this 16<sup>th</sup> day of August, 2000.

  
\_\_\_\_\_  
Paul S. Feinberg  
Senior Vice President/Manager