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Document Number Only

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

DATE: 10/4

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***125.00 ***125.00

Corporation(s) Name

CitiStreet LLC

Profit Amendment Merger
 Nonprofit

Foreign Dissolution Mark
 LLC Withdrawal

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

***Special Instructions**

Certified Copy Photocopies CUS
 parts/amends/mergers Other-See Above

Walk in Pick-up Will Wait

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

Handwritten initials and date: 10/4/00

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00 OCT -4 AM 11:49
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION 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. CitiStreet LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 04-3516284
(FEI number, if applicable)
4. April 1, 2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. April 1, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Batterymarch Park, 3 Pine Hill Drive, Quincy, MA 02169
(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 Exhibit A)

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: (see attached Exhibit B)

Robert C. Dughi

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.)

Robert C. Dughi, President

Typed or printed name of signee

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Attachment to Application by Foreign Limited Liability Company to Transact Business in Florida

Exhibit A

9. Name and business addresses of managers:

James S. Phalen
CitiStreet LLC
Batterymarch Park
3 Pine Hill Drive, 5th floor
Quincy, MA 02169

Robert C. Dughi
CitiStreet LLC
Two Tower Center
East Brunswick, NJ 08816

Joseph C. Antonellis
State Street Corporation
Solomon Willard building
One Enterprise Drive
North Quincy, MA 02171

Ralph Constantino
State Street Global Advisors
One International Place, 28th floor
Boston, MA 02110

John A. Fiore
State Street Corporation
John Adams Building
1776 Heritage Drive
North Quincy, MA 02171

Nicholas A. Lopardo
State Street Global Advisors
Two International Place, 35th floor
Boston, MA 02110

Marc V. Simons
State Street Global Advisors
Two International Place, 35th floor
Boston, MA 02110

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MASSACHUSETTS
TALLMADGE

Thomas W. Jones
Citigroup Inc.
7 World Trade Center, 45th Floor
New York, NY 10048

George C. Kokulis
Travelers Life and Annuity
One Tower Square – 7MS
Hartford, CT 06183

Jose A. Lopez
Citibank
399 Park Avenue, 12th Fl.
New York, NY 10043

Jay P. Mandelbaum
Salomon Smith Barney
388 Greenwich Street, 17th Fl.
New York, NY 10013

Richard R. Tinervin
Salomon Smith Barney
SSB Citi Asset Management Group
7 World Trade Center, 36th Fl.
New York, NY 10048

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CITIBANK
NEW YORK

Attachment to Application by Foreign Limited Liability Company to Transact Business in Florida

Exhibit B

11. Nature of the business.

Recordkeeping, insurance, annuity, investment advisory, mortgage brokerage, broker-dealer and transfer agency services and outsourcing for retirement plans and health and welfare plans, including sales and marketing of those services.

APPROVED
FILED
00 OCT -6 PM 1:18
SEP 29 2000
TAMPA, FLORIDA

**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:

CitiStreet LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

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

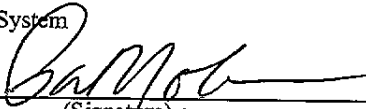
Plantation

FL 33324

City/State/Zip

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



(Signature)
Patrick A. Nolan
Assistant Secretary

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

FILED
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STATE OF FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CITISTREET 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 TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

00 OCT -4 PM 1:40
SECRETARY OF STATE
DELAWARE

APPROVED
FILE

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AUTHENTICATION: 0694217

DATE: 09-25-00