

104 18:31 CORPORATION FAX 1011
M04000001356

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000074771 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FOREIGN LIMITED LIABILITY COMPANY

TIAA-CREF Individual & Institutional Services, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAR - 8 AM 9:41

1/04/09/04

RECEIVED
04 APR - 8 PM 1:13
DIVISION OF CORPORATION

Electronic Filing Menu Corporate Filing Public Access Help

46

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. TIAA-CREF Individual & Institutional Services, LLC
2. Delaware
3. 55-0856733
4. 01/01/04
5. Perpetual
6. 01/01/04
7. 730 Third Avenue, New York, NY 10017

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

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

Table with 2 columns: Name and Address. Includes Erwin W. Martens, Elizabeth A. Monrad, Frances Nolan, and Bertram L. Scott.

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.

11. Nature of business or purposes to be conducted or promoted in Florida: Distributes variable annuities contracts to eligible participants.

Signature of a member or an authorized representative of a member. Mark L. Serlen

Typed or printed name of signee

04 MAR - 8 AM 9:41
DIVISION OF CORPORATIONS

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:

TIAA-CREF Individual & Institutional Services, 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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAR - 8 AM 9:41

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.

CT Corporation System

By:

Craig Brey
(Signature)

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

Delaware

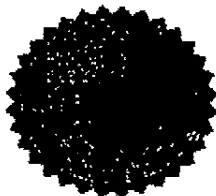
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TIAA-CREF INDIVIDUAL & INSTITUTIONAL SERVICES, 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 SEVENTH DAY OF APRIL, A.D. 2004.

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

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 04 MAR - 8 AM 9:41



3751061 8300

040257515

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3040448

DATE: 04-07-04