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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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11 OCT 12 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Foreign Limited Liability Company
Manning & Napier Advisory Advantage Company, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. HAMPTON
OCT 1 2011
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Manning & Napier Advisory Advantage Company, LLC
Name of Limited Liability Company

The enclosed application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, "Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jodi Hedberg

Name of Person

Manning & Napier Advisory Advantage Company, LLC

Firm/Company

290 Woodcliff Drive

Address

Fairport, NY 14450

City/State and Zip Code

jhedberg@manning-napier.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jodi Hedberg

Name of Person

at (585) 325-6880

Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

\$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

Manning & Napier Advisory Advantage Corporation
290 Woodcliff Drive
Fairport, NY 14450
Tel.: (585) 325-6880

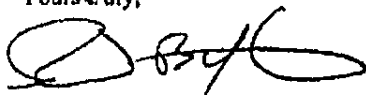
Florida Department of State
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

October 11, 2011

To Whom It May Concern:

This letter is to notify the Florida Department of State, Division of Corporations, that Manning & Napier Advisory Advantage Corporation is in the process of withdrawing from Florida, and gives its consent to Manning & Napier Advisory Advantage Company, LLC to the use of the name "Manning & Napier Advisory Advantage Company, LLC" in Florida.

Yours truly,



Richard B. Yates
Corporate Secretary

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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. Manning & Napier Advisory Advantage Company, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "L.C.")

2. Delaware 3. 45-3240907
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 09/13/2011 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 290 Woodcliff Drive, Fairport, NY 14450
(Street Address of Principal Office)


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

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

Manning & Napier Group, LLC, 290 Woodcliff Drive, Fairport, NY 14450

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: Investment advisory management services


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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.)

Richard B. Yates, Secretary of Manning & Napier Group, LLC, its Sole Member
Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, 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:

Manning & Napier Advisory Advantage Company, LLC

If unavailable, the alternate to be used in the state of Florida is:

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

CT Corporation System
(Name)

1200 South Pine Island Road
Florida Street Address (P.O. Box NOT ACCPTABLE)

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, Florida Statutes.

CT Corporation System

By:

Connie Bryan
(Signature)

Connie Bryan
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)

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MANNING & NAPIER ADVISORY ADVANTAGE COMPANY, 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 TWELFTH DAY OF OCTOBER, A.D. 2011.


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

5037110 8300

111092749

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9086830

DATE: 10-12-11