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#### FLORIDA/FOREIGN LIMITED LIABILITY

Duff & Phelps, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
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## 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 AFFOREIGN-

Duff & Phelps, LLC		The second secon
(Name of Foreign Limited Liability Company; must	includ	e "Limited Liability Company," "L.L.C.," or "LLC.")
		of transacting business in Florida and attach a copy of the writests name. The alternate name must include "Limited Liability
Sciawere	3.	36-4090666
urisdiction under the law of which foreign limited liabil ompany is organized)	Tty .	(FEI number, if applicable)
06/24/1996	5.	Porpetual
(Date of Organization)		(Duration: Year limited liability company will cease to exist or "perpetual")
(Date first transacted business in (See sections 608,501 & 608,502	n Flor F.S. t	ida, if prior to registration.)
55 East 52nd Street	- III	
New York, NY 10055	,	,
(Street Add	reas o	Principal Office)
If limited liability company is a manager-mana, The name and usual business addresses of the n	_	ging members or managers are as follows:
Duff & Phelps Acquisitions, LLC (Member)		Duff & Phelps Equity, LLC (Member)
55 East 52nd Street		•
		55 East 52nd Street
New York, NY 10055	· · · · · · · · · · · · · · · · · · ·	55 East 52nd Street New York, NY 10055
New York, NY 10055  Attached is an original certificate of existence, no more than jurisdiction under the law of which it is organized. (A photo slation of the certificate under each of the translator must be set to	ocopy submi	New York, NY 10055  ys old, duly authenticated by the official having custody of records is not acceptable. If the certificate is in a foreign language, a tted.)
New York, NY 10055  Attached is an original certificate of existence, no more than irrisdiction under the law of which it is organized. (A photo	ocopy submi doru	New York, NY 10055  ys old, duly authenticated by the official having custody of records is not acceptable. If the certificate is in a foreign language, a tted.)  promoted in Florida:  Provide independent
New York, NY 10055  Attached is an original certificate of existence, no more than unisdiction under the law of which it is organized. (A photoslation of the certificate under oath of the translator must be a Nature of business or purposes to be conducted inanotal advisory and investment banking servicus, and support of	ocopy submi doru	New York, NY 10055  ys old, duly authenticated by the official having custody of records is not acceptable. If the certificate is in a foreign language, a tted.)  promoted in Florida:  Provide independent
New York, NY 10055  Attached is an original certificate of existence, no more than jurisdiction under the law of which it is organized. (A photo slation of the certificate under each of the translator must be.  Nature of business or purposes to be conducted financial advisory and investment banking services, and support of und disputes.  Signature of a member or an	d or plent not authorized authorized	New York, NY 10055  ys old, duly authenticated by the official having custody of records is not acceptable. If the certificate is in a foreign language, a tited.)  promoted in Florida:  Provide independent  ads principally in the areas of valuation, transaction restructurings  corized representative of a member.  the execution of this document constitutes

Typed or printed name of signee

PLOS? - Odd Strato? C.T. System Outles

## 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:	<u>.</u>
Duff & Phelps, LLC	F. 6
If name unavailable, the alternate name to be used in the state of	f Florida is:
2. The name and the Florida street address of the registered age	Alia - san
C T Corporation System	
(Name)	
1200 South Pine Island Road	
Florida Street Address (P.O. Box NOT Ad	OCEPTABLE)
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

Debaie Diaz

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)

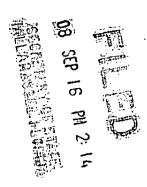
# Delaware

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#### The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUFF & PHELPS, 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 FIFTEENTH DAY OF AUGUST, A.D. 2008.

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



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080876265

You may varify this cortificate online at corp. deleware. gov/authwer. showl

Daniel Smile Hinden

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6795385

DATE: 08-15-08