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(Requestor's Name)

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(City/State/Zip/Phone #)

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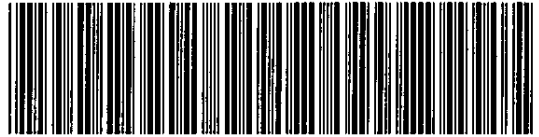
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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04/29/09--01026--009 **113.75

FILED
09 APR 29 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N. C.  APR 30 2009

**BROWN =
BROTHERS
HARRIMAN**

April 27, 2009

Florida Department of State
Registration Section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Brown Brothers Harriman & Co. Limited Partnership
Certificate of Amendment

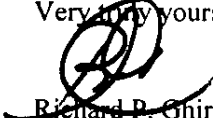
Dear Sir / Madam:

Please find enclosed a Certificate of Amendment for Brown Brothers Harriman & Co., Limited Partnership along with a check in the amount of \$113.75, which represents the filing fee and the additional charge for a Certified Copy and Certificate of Status. The amendment is for the admission of Geoffrey M. Cook and Kevin W. Stone as General Partners effective as of January 1, 2009 and the withdrawal of Peter B. Bartlett as a General Partner effective as of January 1, 2009.

I have included a certified true copy of our Certificate of Authority listing all the general and limited partners and an original Certificate of Good Standing, both issued by the New York State Banking Department.

If you have any questions or require additional information, please contact me by phone at (212) 493-7653 or via email at richard.ghiraldi@bbh.com.

Very truly yours,


Richard P. Ghiraldi
Asst. Vice President

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Brown Brothers Harriman & Co., Limited Partnership
(Name of Foreign Limited Partnership or Limited Liability Limited Partnership)

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Melissa Breitstein

(Contact Person)

Brown Brothers Harriman & Co.

(Firm/Company)

140 Broadway

(Address)

New York, NY 10005-1101

(City, State and Zip Code)

For further information concerning this matter, please call:

Richard P. Ghiraldi

(Name of Contact Person)

at (212) 493-7653

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$52.50 Filing Fee

☐ \$61.25 Filing Fee
and Certificate of
Status

☐ \$105.00 Filing Fee
and Certified Copy

☒ \$113.75 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

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

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

FILED
09 APR 29 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:
Brown Brothers Harriman & Co. Limited Partnership
2. The jurisdiction of its formation is: New York
3. The date the entity was authorized to transact business in Florida is: 10/19/1994
4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.
or LLLP.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

<u>Name:</u>	<u>Business Address:</u>
<u>See Schedule A attached</u>	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

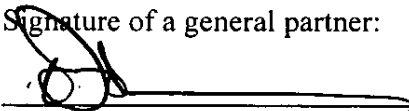
☐ The entity elects to be a limited liability limited partnership.

☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, 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.

10. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:



Typed or printed name:

Douglas A. Donahue, Jr., General Partner

Filing Fee:	\$52.50
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

FILED
09 APR 29 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Schedule A

Brown Brothers Harriman & Co. Limited Partnership

GENERAL PARTNERS as of January 1, 2009

<u>Name</u>	<u>Office</u>
Thomas E. Berk	Brown Brothers Harriman & Co. 140 Broadway New York, New York 10005-1101
Brian A. Berris	Brown Brothers Harriman & Co. 140 Broadway New York, New York 10005-1101
Taylor S. Bodman	Brown Brothers Harriman & Co. 40 Water Street Boston, Massachusetts 02109
John J. Borland	Brown Brothers Harriman & Co. 150 South Wacker Drive, Suite 3250 Chicago, Illinois 60606
Timothy J. Connelly	Brown Brothers Harriman & Co. 40 Water Street Boston, Massachusetts 02109
Geoffrey M. Cook	c/o Brown Brothers Harriman (Luxembourg) S.C.A. 2-8 Avenue Charles De Gaulle B.P. 403 L-2014, Luxembourg
Carl C. Cutler	Brown Brothers Harriman & Co. 1531 Walnut Street Philadelphia, Pennsylvania 19102-3098
Douglas A. Donahue, Jr.	Brown Brothers Harriman & Co. 40 Water Street Boston, Massachusetts 02109

Anthony T. Enders

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

A. T. Ercklentz

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Dario Galindo

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

John A. Gehret

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Kathryn C. George

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Robert R. Gould

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Kyosuke Hashimoto

c/o Brown Brothers Harriman Securities (Japan) Inc.
1-2-8 Toranomon, Minato-ku
Tokyo, 105-0001
Japan

Landon Hilliard

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Jeffrey R. Holland

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Charles O. Izzard

Brown Brothers Harriman & Co.
227 West Trade Street, Suite 2100
Charlotte, North Carolina 28202

Radford W. Klotz

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Susan C. Livingston

Brown Brothers Harriman & Co.
40 Water Street
Boston, Massachusetts 02109

T. Michael Long

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Hampton S. Lynch, Jr.

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Michael W. McConnell

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

John P. Molner

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Donald B. Murphy

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Yukinori Nagahisa

c/o Brown Brothers Harriman Securities (Japan) Inc.
1-2-8 Toranomom, Minato-ku
Tokyo, 105-0001
Japan

John A. Nielsen

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

A. Heaton Robertson III

Brown Brothers Harriman & Co.
40 Water Street
Boston, Massachusetts 02109

Jeffrey A. Schoenfeld

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Kevin W. Stone

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

W. Carter Sullivan III

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Stokley P. Towles

Brown Brothers Harriman & Co.
40 Water Street
Boston, Massachusetts 02109

Andrew J. F. Tucker

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Lawrence C. Tucker

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

William B. Tyree

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Maroa C. Velez

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

Douglas C. Walker

Brown Brothers Harriman & Co.
1531 Walnut Street
Philadelphia, Pennsylvania 19102-3098

William J. Whelan, Jr.

Brown Brothers Harriman & Co.
40 Water Street
Boston, Massachusetts 02109

Richard H. Witmer, Jr.

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

State of New York, Banking Department

WHEREAS, the Superintendent of Banks of the State of New York has heretofore approved the verified certificate filed by:

GENERAL PARTNERS/CLASS 1 LIMITED PARTNERS

Thomas E. Berk
Brian A. Berris
Taylor S. Bodman
John J. Borland
Timothy J. Connelly
Geoffrey M. Cook
Carl S. Cutler
Douglas A. Donahue, Jr.
Anthony T. Enders
Alexander T. Ercklentz
Dario Galindo
John A. Gehret
Kathryn C. George

Robert R. Gould
Kyosuke Hashimoto
Landon Hilliard
Jeffrey R. Holland
Charles O. Izzard
Radford W. Klotz
Susan C. Livingston
T. Michael Long
Hampton S. Lynch, Jr.
Michael W. McConnell
John P. Molner
Donald B. Murphy
Yukinori Nagahisa

John A. Nielsen
A. Heaton Robertson III
Jeffrey A. Schoenfeld
Kevin W. Stone
W. Carter Sullivan III
Stokley P. Towles
Andrew J. F. Tucker
Lawrence C. Tucker
William B. Tyree
Maroa C. Velez
Douglas C. Walker
William J. Whelan, Jr.
Richard H. Witmer, Jr.

CLASS 2 LIMITED PARTNERS

J. William Anderson
Peter B. Bartlett
Walter H. Brown
Terrence M. Farley

Elbridge T. Gerry, Jr.
Kristen F. Giarrusso
John C. Hanson

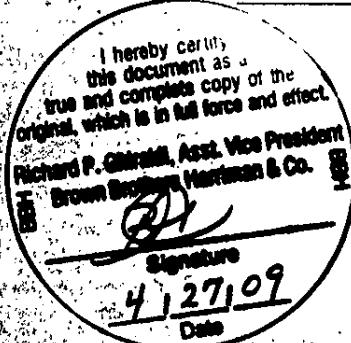
Ronald J. Hill
Michael Kraynak, Jr.
Eugene C. Rainis

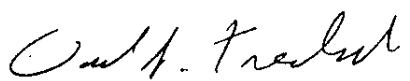
of **BROWN BROTHERS HARRIMAN & CO.**, who have applied for authorization to conduct within this State the business of Private Bankers, in accordance with the provisions of Article IV of the Banking Law, and it appearing that such business may be safely entrusted to such persons and that they have complied with the requirements of law and fulfilled all the conditions precedent to commencing business imposed by Chapter II of the Consolidated Laws;

NOW, THEREFORE, I, **DAVID S. FREDSELL**, Deputy Superintendent of Banks of the State of New York, **DO HEREBY AUTHORIZE** the said named persons to transact the business of Private Bankers at 140 Broadway, New York, within this State, effective on or after January 1, 2009.

Witness, my hand and official seal of the Banking Department at the City of New York,

this 30th day of December two thousand and eight.





Deputy Superintendent of Banks

State of New York
Banking Department

**I, DAVID S. FREDSELL, Deputy Superintendent of Banks of the State of New York,
DO HEREBY CERTIFY:**

THAT, BROWN BROTHERS HARRIMAN & CO., is a partnership which has been issued an authorization certificate to engage in business in New York as a private banker under Article IV of the Banking Law. Its office for the transaction of business is located at **140 Broadway, New York, New York.** The authorization certificate of such partnership has not been revoked or suspended and such partnership is a subsisting **private banker** under the supervision of this Department.

**WITNESS, my hand and official seal of the Banking Department at the City of New York,
this 27th day of January in the Year two thousand and nine.**


Deputy Superintendent of Banks