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(Business Entity Name)

(Document Number)

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Certificates of Status _____

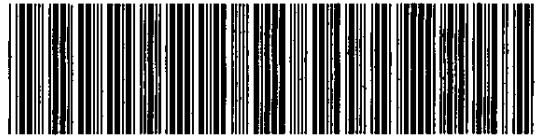
Special Instructions to Filing Officer:

A. LUNT

APR 16 2010

EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Brown Brothers Harriman & Co.
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:

Richard P. Ghiraldi
Contact Person

Brown Brothers Harriman & Co.
Firm/Company

140 Broadway
Address

New York, NY 10005
City, State and Zip Code

richard.ghiraldi@bbh.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard P. Ghiraldi at (212) 493-7653
Name of Contact Person 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**

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:

Name:

Business Address:

See Schedule A attached

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ALLAHASSEE, FLORIDA

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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:

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The entity elects to be a limited liability limited partnership.

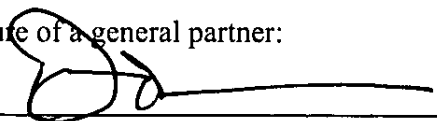
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The entity is no longer a limited liability limited partnership.

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: January 1, 2010
(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.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Schedule A

Brown Brothers Harriman & Co., Limited Partnership

GENERAL PARTNERS as of January 1, 2010

<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

Timothy E. Hartch

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

Kyosuke Hashimoto

c/o Brown Brothers Harriman Securities (Japan) Inc.
1-2-8 Toranomom, 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. Izard

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 Toranomon, Minato-ku
Tokyo, 105-0001
Japan

John A. Nielsen

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

Seán Páircéir	c/o Brown Brothers Harriman Fund Administration Services (Ireland) Limited Styne House Upper Hatch Street Dublin 2, Ireland
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
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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Timothy E. Hartch
Kyosuke Hashimoto
Landon Hilliard
Jeffrey R. Holland
Charles O. Izard
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
Sean Pairceir
A. Heaton Robertson III
Jeffrey A. Schoenfeld
Kevin W. Stone
W. Carter Sullivan III
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

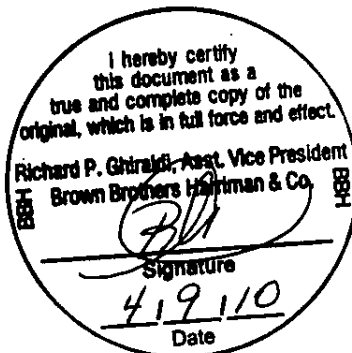
Michael Kraynak, Jr.
Eugene C. Rainis
Stokley P. Towles

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, REGINA A. STONE, 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, 2010.

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

this 28th day of December two thousand and nine.



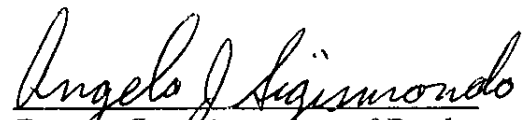
Regina A. Stone
Deputy Superintendent of Banks

State of New York
Banking Department

I, **ANGELO J. SIGISMONDO**, 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 **1st** day of **March** in the Year **two thousand and ten**.


Deputy Superintendent of Banks

**BROWN **
BROTHERS
HARRIMAN

April 9, 2010

VIA CERTIFIED MAIL

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

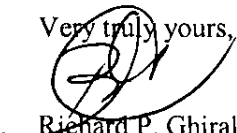
Dear Sir / Madam:

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 Timothy E. Hartch and Seán Páircéir as General Partners effective as of January 1, 2010 and the withdrawal of Stokley P. Towles as a General Partner effective as of January 1, 2010.

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