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-04/12/00--01063--002
*****8.75 *****8.75

Corporation(s) Name

TIAA-CREF Individual & Institutional Services, Inc.

☒ Profit ☐ Amendment ☐ Merger
☐ Nonprofit
☒ Foreign ☐ Dissolution ☐ Mark
☐ LLC ☐ Withdrawal
☐ Limited Partnership ☐ Annual Report ☐ Other
☐ Reinstatement ☐ Reservation ☐ Ch. RA
☐ Fictitious Name ☐ UCC
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Jeffrey Butterfield

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4/12/00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. TIAA-CREF Individual & Institutional Services, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 13-3586143
(FEI number, if applicable)
4. September 4, 1990
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. March 18, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 730 Third Avenue, 9th Floor, New York, New York 10017; Attn: Mark Serlen, Esq.
(Current mailing address)
8. To engage in lawful acts or activities.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Trustee

~~Chairman~~ John H. Biggs, 730 Third Avenue, New York, New York 10017

Address: 730 Third Avenue, New York, New York 10017

Vice Chairman:

Address:

Trustee

~~Director~~ James A. Wolf

Address: 730 Third Avenue, New York, New York 10017

Trustee

~~Director~~ Charles H. Stamm

Address: 730 Third Avenue, New York, New York 10017

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: David Shunk

Address: 730 Third Avenue, New York, New York 10017

Vice President: Roger Vellekamp

Address: 730 Third Avenue, New York, New York 10017

Secretary: Lisa Snow, Esq.

Address: 730 Third Avenue, New York, New York 10017

Treasurer: Richard J. Adamski

Address: 730 Third Avenue, New York, New York 10017

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Lisa Snow, Esq., Secretary

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TIAA-CREF INDIVIDUAL & INSTITUTIONAL SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

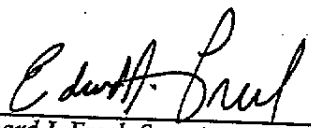
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

DELT STATE
SECRETARY OF CORPORATIONS
04 APR 12 AM 2:15



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0370130

DATE: 04-10-00