

FD3000002446

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

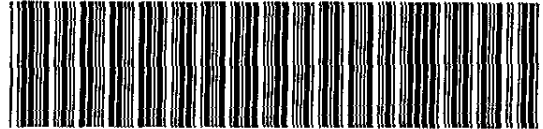
(Document Number)

Certified Copies _____

Certificates of Status _____

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RECEIVED
03 MAY 15 AM 11:19
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
03 MAY 15 AM 11:59
TALLAHASSEE, FLORIDA
FD3-2446
AR

CT CORPORATION

May 15, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5845527 SO
Customer Reference 1: #8151
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Morgan Stanley Management Services, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Morgan Stanley Management Services, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Susan M. Krause, Assistant Secretary

(Name of Person)

Morgan Stanley

(Firm/Company)

1221 Avenue of the Americas, 5th Floor

(Address)

New York, New York 10020

(City/State and Zip code)

For further information concerning this matter, please call:

Susan M. Krause

(Name of Person)

at (212) 762-6710

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

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**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. Morgan Stanley Management 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 3. 82-0586122
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 30, 2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Morgan Stanley, 1585 Broadway, New York, NY 10036
(Principal office address)

(Current mailing address)

8. To provide professional services to Morgan Stanley affiliates.
(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

(City)

(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

Jonathan R. Giddings
Registered Agent

By: 

(Registered agent's signature)

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.

MASSACHUSETTS, FLORIDA

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED RIDER

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED RIDER

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

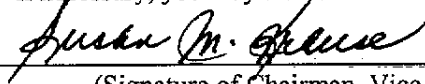
Treasurer: _____

Address: _____

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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. Susan M. Krause, Assistant Secretary

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

RIDER
Directors & Officers
Morgan Stanley Management Services, Inc.

DIRECTORS

Debra M. Aaron	Director	750 Seventh Avenue New York, NY 10019
George Drake	Director	1633 Broadway New York, NY 10019
Harvey B. Mogenson	Director	750 Seventh Avenue New York, NY 10019

OFFICERS

Harvey B. Mogenson	Chairman of the Board President	750 Seventh Avenue New York, NY 10019
Debra M. Aaron	Vice President	750 Seventh Avenue New York, NY 10019
Richard L. Anfang	Vice President	750 Seventh Avenue New York, NY 10019
Guy Chiarello	Vice President	1585 Broadway New York, NY 10036
Edward Ciffone	Vice President	825 Third Avenue New York, NY 10022
Joseph R. D'Auria	Vice President	1633 Broadway New York, NY 10019
George Drake	Vice President	1633 Broadway New York, NY 10019
Fred J. Gonfiantini	Vice President	1633 Broadway New York, NY 10019
Roger C. Hochschild	Vice President	1585 Broadway New York, NY 10036

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Eric M. Kamen	Vice President	750 Seventh Avenue New York, NY 10019
Nan Molofsky	Vice President	1633 Broadway New York, NY 10019
Louis A. Palladino, Jr.	Vice President	750 Seventh Avenue New York, NY 10019
Perry Poulos	Vice President	1633 Broadway New York, NY 10019
Bruce R. Sandberg	Vice President	750 Seventh Avenue New York, NY 10019
John H. Schaefer	Vice President	825 Third Avenue New York, NY 10022
Owen D. Thomas	Vice President	1585 Broadway New York, NY 10036
James A. Tilley	Vice President	1221 Avenue of Americas New York, NY 10020
Charles F. Vadala, Jr.	Vice President	1633 Broadway New York, NY 10019
Martin M. Cohen	Vice President Secretary	1221 Avenue of Americas New York, NY 10020
Charlene R. Herzer	Assistant Secretary	1221 Avenue of Americas New York, NY 10020
Susan M. Krause	Assistant Secretary	1221 Avenue of Americas New York, NY 10020
Alexander C. Frank	Treasurer	1585 Broadway New York, NY 10036
Eileen S. Wallace	Assistant Treasurer	750 Seventh Avenue New York, NY 10019

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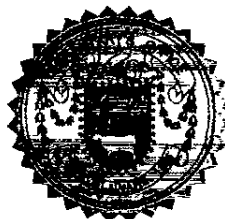
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORGAN STANLEY MANAGEMENT SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF MAY, A.D. 2003.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2401321

3620142 8300

030292213

DATE: 05-06-03