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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FRANK RUSSELL CAPITAL 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:

DOROTHY BACZUK

(Name of Person)

RUSSELL INVESTMENT GROUP

(Firm/Company)

909 A STREET, 11TH FLOOR - LEGAL DEPT.

(Address)

TACOMA, WA 98402

(City/State and Zip code)

For further information concerning this matter, please call:

DOROTHY BACZUK

(Name of Person)

at (253) 439-3534

(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:

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

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TALLAHASSEE, FLORIDA

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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. Frank Russell Capital Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Washington

(State or country under the law of which it is incorporated)

3. 91-1659779

(FEI number, if applicable)

4. November 11, 1994

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2005

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 15310 Amberely Drive, Suite 250-16, Tampa, Florida 33547

(Principal office address)

15310 Amberely Drive, Suite 250-16, Tampa, Florida 33547

(Current mailing address)

8. Transaction of all lawful business (Broker Dealer and Investment Advisor)

(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 NOT acceptable)

Name: CT 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.

See Attached Consent to Appointment as Registered Agent

(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.

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

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TALLAHASSEE, FLORIDA

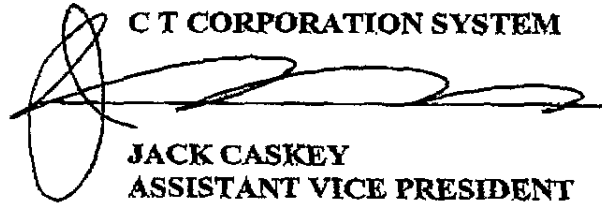
FLORIDA

CONSENT TO APPOINTMENT AS REGISTERED AGENT

C T CORPORATION SYSTEM having been designated to act as registered agent hereby agrees to act in this capacity for the following corporation:

Frank Russell Capital Inc.

June 6, 2005


C T CORPORATION SYSTEM
JACK CASKEY
ASSISTANT VICE PRESIDENT
C T CORPORATION SYSTEM

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A. DIRECTORS

Chairman: See Attachment A or Complete List of Directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attachment A for Complete List of Officers

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 Director or Officer listed in number 12 of the application)

14. Karl J. Ege, Secretary and General Counsel

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

ATTACHMENT A

FRANK RUSSELL CAPITAL INC. DIRECTORS AND OFFICERS

NAME	TITLE	BUSINESS ADDRESS
H Paul Reynolds	Director, President, Managing Director- Institutional Investor Services	909 A Street Tacoma, WA 98401
Robert T. Werner	Director	909 A Street Tacoma, WA 98401
Harold F. Strong	Director	909 A Street Tacoma, WA 98401
Karl J. Ege	Secretary and General Counsel	909 A Street Tacoma, WA 98401
Linda L. Gutmann	Treasurer	909 A Street Tacoma, WA 98401
Brian C. Golob	Director, Asst. Secretary, Director-Business Operations, Institutional Investment Services	909 A Street Tacoma, WA 98401
J. David Griswold	Director, Asst. Secy. and Assoc. General Counsel	909 A Street Tacoma, WA 98401
Carla L. Anderson	Assistant Secretary	909 A Street Tacoma, WA 98401
Kristin L. Gaertner	Chief Compliance Officer – Broker-Dealer Matters	909 A Street Tacoma, WA 98401
J. Richard McEntee, Jr.	Chief Compliance Officer- Investment Adviser Matters	909 A Street Tacoma, WA 98401

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 TALLAHASSEE, FLORIDA

UNITED STATES OF AMERICA

The State of Washington

Secretary of State

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION
OF
FRANK RUSSELL CAPITAL INC.

I FURTHER CERTIFY that the records on file in this office show that the above named Profit Corporation was formed under the laws of the State of WA and was issued a Certificate Of Incorporation in Washington on 11/1/1994.

I FURTHER CERTIFY that as of the date of this certificate, FRANK RUSSELL CAPITAL INC. remains active and has complied with the filing requirements of this office.

Date: March 17, 2005

UBI: 601-583-058



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed

Sam Reed, Secretary of State

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