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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Morgan Stanley Management Services II, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

11150

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA 12 A 0:44

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.

STATE OF FLORIDA

1. Morgan Stanley Management Services II, 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. Delaware 3. 26-01163 (State or country under the law of which it is incorporated) (FBI number, if applicable)

4. June 1, 2005 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 1585 Broadway, New York, New York 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 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.

CT Corporation System

By: Michael J. Mitchell Assistant Secretary (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:

2005 SEP 12 A 3:44

A. DIRECTORS

Chairman: PLEASE SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. W. GARY BEESON, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

MORGAN STANLEY MANAGEMENT SERVICES II, INC.

FORM 12-A 044

FILED IN NY

DIRECTORS:

<u>TITLE:</u>	<u>NAME:</u>	<u>BUSINESS ADDRESS:</u>
DIRECTOR	DEBRA M. AARON	750 SEVENTH AVE., NY, NY 10019
DIRECTOR	JESSICA GORMAN TAYLOR	1633 BROADWAY, NY, NY 10019
DIRECTOR	HARVEY B. MOGENSEN	750 SEVENTH AVE., NY, NY 10019

OFFICERS:

<u>TITLE:</u>	<u>NAME:</u>	<u>BUSINESS ADDRESS:</u>
PRESIDENT	HARVEY B. MOGENSEN	750 SEVENTH AVE., NY, NY 10019
VICE PRESIDENT	DEBRA M. AARON	750 SEVENTH AVE., NY, NY 10019
VICE PRESIDENT	EDWARD CIFFONE	180 VARICK ST., NY, NY 10014
VICE PRESIDENT	JOSEPH R. D'AURIA	1 NEW YORK PLAZA, NY, NY 10004
VICE PRESIDENT	NIKI DEMAKIS SAKARELLOS	195 BROADWAY, NY, NY 10007
VICE PRESIDENT	JESSICA GORMAN TAYLOR	1633 BROADWAY, NY, NY 10019
VICE PRESIDENT	LOUIS A. PALLADINO	750 SEVENTH AVE., NY, NY 10019
VICE PRESIDENT	PERRY POULOS	1 NEW YORK PLAZA, NY, NY 10004
VICE PRESIDENT	BRUCE R. SANDBERG	750 SEVENTH AVE., NY, NY 10019
VICE PRESIDENT	ELLIOT TANNENBAUM	750 SEVENTH AVE., NY, NY 10019
VICE PRESIDENT & SECRETARY	W. GARY BEESON	1221 SIXTH AVE., NY, NY 10020
ASSISTANT SECRETARY	CHARLENE R. HERZER	1221 SIXTH AVE., NY, NY 10020
ASSISTANT SECRETARY	LORA J. TENENBAUM	1221 SIXTH AVE., NY, NY 10020
TREASURER	WILLIAM J. FORSELL	750 SEVENTH AVE., NY, NY 10019
ASSISTANT TREASURER	JACQUELINE T. BRODY	750 SEVENTH AVE., NY, NY 10019

Delaware

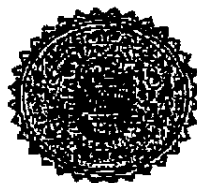
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORGAN STANLEY MANAGEMENT SERVICES II, 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 SECOND DAY OF SEPTEMBER, A.D. 2005.

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

3978984 8300
050727087



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4134654

DATE: 09-02-05