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(Requestor's Name)

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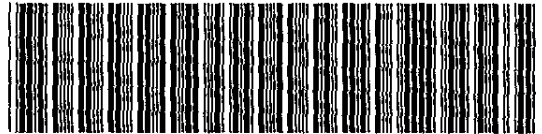
(Business Entity Name)

(Document Number)

Certified Copies _____, Certificates of Status _____

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01/18/06--01018--031 **70.00

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

06 FEB -6 PM 3:23

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J. SMITHS FEB 08 2006

2106-1134



January 16, 2006

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

Michelle M. Nelson
Counsel

720 East Wisconsin Avenue
Milwaukee, WI 53202-4797
414 665 6965 office
414 625 6965 fax
michellenelson@northwesternmutual.com

Re: Northwestern Mutual Wealth Management Company

Ladies and Gentlemen:

Northwestern Mutual Wealth Management Company (f/k/a Northwestern Mutual Trust Company) (the "Company"), Milwaukee, Wisconsin, is a federal trust-only savings bank organized under the authority of the Home Owners' Loan Act (12 U.S.C. § 1461, et seq.), and a federally-registered investment adviser under the terms of the Investment Advisers Act of 1940. The Company's primary regulator is the Office of Thrift Supervision ("OTS"), an agency of the U.S. Department of Treasury. Not unlike other federal banking regulators, the OTS has consistently held that state laws attempting to limit or condition the powers granted to federal savings banks are preempted. States authorities, however, retain the right to require a federal savings bank transacting business in the state to file a certificate of authority with the state and appoint a registered agent. It is expected that the Company will begin transacting business in Florida no sooner than January 31, 2006.

Enclosed for filing on behalf of the Company are the original and one copy of the signed Transmittal Letter and the Application by Foreign Corporation for Authorization to Transact Business in Florida. To cover the cost of filing fees for the Company, I have enclosed the Company's check in the amount of \$70.00 made payable to the Florida Department of State. Also enclosed please find an original Certificate of Corporate Existence issued by the OTS.

Please return a date-stamped copy of this letter in the self-addressed, stamped envelope provided.

Thank you for your attention to this matter. If you have any questions regarding this filing, please do not hesitate to contact the undersigned.

Very truly yours,

Michelle M. Nelson
Counsel

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TALLAHASSEE, FLORIDA

Enclosures

cc: Gregory G. Johnson (w/o enclosure)
David B. Kennedy (w/o enclosure)

262202

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Northwestern Mutual Wealth Management Company
(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:

Gregory G. Johnson

(Name of Person)

Northwestern Mutual Wealth Management Company

(Firm/Company)

611 East Wisconsin Avenue, Suite 100

(Address)

Milwaukee, WI 53202

(City/State and Zip code)

For further information concerning this matter, please call:

Michelle M. Nelson, Esq.

(Name of Person)

at (414) 665-6965

(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

SECRET
TALLAHASSEE, FLORIDA

05 FEB -6 PM 3:23

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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. Northwestern Mutual Wealth Management Company

(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. USA

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

3. 39-2018056

(FEI number, if applicable)

4. 03/15/2001

(Date of incorporation)

5. Perpetual

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

6. 01/31/2006

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

7. 611 East Wisconsin Avenue, Suite 100, Milwaukee, WI 53202

(Principal office address)

same

(Current mailing address)

8. See Attachment

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(City)

(Zip code)

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TALLAHASSEE, FLORIDA

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

By: Beverlee Stuewe

(Registered agent's signature)

Beverlee Stuewe
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 business addresses of officers and/or directors:

A. DIRECTORS *SEE ATTACHMENT*

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jere D. McGaffey

Address: 777 East Wisconsin Avenue

Milwaukee, WI 53202

Director: John E. Schlifske

Address: 720 East Wisconsin Avenue

Milwaukee, WI 53202

B. OFFICERS *SEE ATTACHMENT*

President: Gregory G. Johnson

Address: 611 East Wisconsin Avenue, Suite 100

Milwaukee, WI 53202

Vice President: Mark J. McLennon

Address: 611 East Wisconsin Avenue, Suite 100

Milwaukee, WI 53202

Secretary: David B. Kennedy

Address: 720 East Wisconsin Avenue, Milwaukee, WI 53202

Treasurer: Mark J. McLennon

Address: 611 East Wisconsin Avenue, #100, Milwaukee, WI 53202

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. Gregory G. Johnson, President

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

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TALLAHASSEE, FLORIDA

FLORIDA ATTACHMENT

Purpose Clause:

The purpose of Northwestern Mutual Wealth Management Company is to pursue any or all of the lawful objectives of a federal savings bank chartered under Section 5 of the Home Owners' Loan Act.

Officers, continued

Name	Title	Business Address
Mark W. Mitchell	Vice President-Sales	611 East Wisconsin Avenue, #100 Milwaukee, WI 53202
Michelle A. Markoff	Chief Compliance Officer	611 East Wisconsin Avenue, #100 Milwaukee, WI 53202

Directors, continued

John A. Becker	114 W. Miller Drive, 101 N. Mequon, WI 53092
John M. Bremer	720 East Wisconsin Avenue Milwaukee, WI 53202
David A. Erne	1000 North Water Street Milwaukee, WI 53201
J. Edward Tippetts	720 East Wisconsin Avenue Milwaukee, WI 53202
Edward J. Zore	720 East Wisconsin Avenue Milwaukee, WI 53202



Office of Thrift Supervision
Department of the Treasury

1700 G Street, N.W., Washington, D.C. 20552 • (202) 906-6000

December 29, 2005

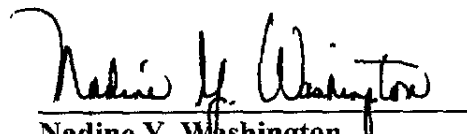
CERTIFICATE OF CORPORATE EXISTENCE

REFERENCE: Northwestern Mutual Wealth
Management Company
Milwaukee, Wisconsin

I, Nadine Y. Washington, Corporate Secretary, Office of Thrift Supervision, hereby certify, according to the records of the Office of Thrift Supervision, Department of the Treasury, Washington, DC:

1. Northwestern Mutual Wealth Management Company, Milwaukee, Wisconsin, was chartered under the laws of the United States to transact the business of a Federal savings bank;
2. The charter of Northwestern Mutual Wealth Management Company, Milwaukee, Wisconsin, is in full force and effect;
3. The Office of Thrift Supervision has not appointed a conservator or receiver for Northwestern Mutual Wealth Management Company, Milwaukee, Wisconsin; and
4. As of December 29, 2005, Northwestern Mutual Wealth Management Company, Milwaukee, Wisconsin, is operating as a SAIF-insured financial institution.




Nadine Y. Washington
Corporate Secretary