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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

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**Enter the email address for this business entity to be used for future
annual report mailings. Enter only one email address please.**

Email Address: _____

FOREIGN PROFIT/NONPROFIT CORPORATION
MANNING & NAPIER, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 06 |
| Estimated Charge | \$70.00 |

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COVER LETTER

TO: New Filing Section
Division of Corporations

Manning & Napier, Inc.

SUBJECT: _____
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," or "Certificate of Good Standing" 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:

John Emmons, Esq.

Name of Person

Manning & Napier

Firm/Company

500 Corporate Parkway, Suite 120

Address

Anherst, NY 14226

City/State and Zip code

jvoneuw@mnbf-buf.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John Emmons

at (716) 862-0051

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clinton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

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.

Manning & Neuberger, Inc.

1. (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. 45-2609100

(State or country under the law of which it is incorporated) (PEI number, if applicable)

4. 06/22/2011 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. 290 Woodcliff Drive, Fairport, NY 14450

(Principal office address)

290 Woodcliff Drive, Fairport, NY 14450

(Current mailing address)

8. Investment Services

(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)

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.

By: Curt Kneil

Curt Kneil, Asst 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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: William Manning

Address: 290 Woodcliff Drive
Fairport, NY 14450

Vice Chairman: B. Reuben Auspitz

Address: 290 Woodcliff Drive
Fairport, NY 14450

Director: Patrick Cunningham

Address: 290 Woodcliff Drive
Fairport, NY 14450

Director: Barbara Goodstein

Address: 290 Woodcliff Drive
Fairport, NY 14450

B. OFFICERS

President: Jeffrey S. Coons

Address: 290 Woodcliff Drive
Fairport, NY 14450

Vice President: Charles H. Stamey

Address: 290 Woodcliff Drive
Fairport, NY 14450

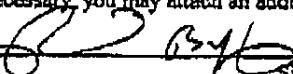
Secretary: Richard B. Yates

Address: 290 Woodcliff Drive, Fairport, NY 14450

Treasurer: James Mikolovich

Address: 290 Woodcliff Drive, Fairport, NY 14450

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

13. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Richard B. Yates, Secretary (Officer)

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

Addendum to Question 12 - Florida Registration

Additional Directors:

Richard Hurwitz
290 Woodcliff Drive, Fairport, NY 14450

Edward Pettinella
290 Woodcliff Drive, Fairport, NY 14450

Robert Zak
290 Woodcliff Drive, Fairport, NY 14450

Additional Officer:

Chief Executive Officer:
Patrick Cunningham
290 Woodcliff Drive, Fairport, NY 14450

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MANNING & NAPIER, 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 TENTH DAY OF DECEMBER, A.D. 2012.

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.

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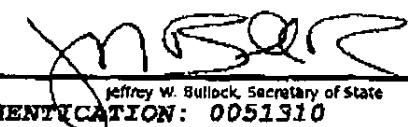
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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You may verify this certificate online
at corp.delaware.gov/certvar.shtml




Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 0051310

DATE: 12-10-12