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Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To: Division of Corporations
 Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM
 Account Number : FCA000000023
 Phone : (614) 280-3338
 Fax Number : (954) 208-0845

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
RUSSELL INVESTMENTS US RETAIL HOLDCO,**

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

RECEIVED
2016 NOV 10 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
16 NOV 10 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu Corporate Filing Menu Help

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Russell Investments US Retail Holdco, 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," 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:

Emily Davis, Senior Paralegal

Name of Person
Russell Investments - Legal Department
Firm/Company
1301 Second Avenue, 18th Floor
Address
Seattle, WA 98101
City/State and Zip code
edavis@russellinvestments.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Emily Davis	at (206)	505-1835
Name of Person	Area Code	Daytime Telephone Number

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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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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. Russell Investments US Retain Holder, 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. _____
 (State or country under the law of which it is incorporated) (FE) number, if applicable

4. February 26, 2016 5. _____
 (Date of incorporation) (Date of duration, if other than 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. c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801
 (Principal office address)

_____ (Current mailing address, if different)

8. 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, Fl. Florida 33324
 (City) (Zip code)

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9. 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: 
 (Registered agent's signature)

10. 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.

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

A. DIRECTORS

Chairman: Leonard Brennan
Address: 1301 Second Avenue, 18th Floor, Seattle, WA 98101

Vice Chairman: N/A
Address:

Director: Todd Crockett
Address: 1301 Second Avenue, 18th Floor, Seattle, WA 98101

Director: Roger Kufker
Address: 1301 Second Avenue, 18th Floor, Seattle, WA 98101

B. OFFICERS

President: Vernon Barback
Address: 1301 Second Avenue, 18th Floor, Seattle WA 98101

Vice President: N/A
Address:

Secretary: Kenneth Willman
Address: 1301 Second Avenue, 18th Floor, Seattle WA 98101

Treasurer: Jean Webber
Address: 1301 Second Avenue, 18th Floor, Seattle WA 98101

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

12. Jean Webber
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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.

13. Jean Webber, Treasurer
(Typed or printed name and capacity of person signing application)

RUSSELL INVESTMENTS US RETAIL HOLDCO, INC.

ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

Additional Directors:

Name	Address
Milton Berlinski	1301 Second Avenue, 18th Floor, Seattle WA 98101

Additional Officers:

Name	Title	Address
Leonard Brennan	Chief Executive Officer	1301 Second Avenue, 18th Floor, Seattle WA 98101
Matthew Moss	Chief Financial Officer	1301 Second Avenue, 18th Floor, Seattle WA 98101
Carla Anderson	Assistant Secretary	1301 Second Avenue, 18th Floor, Seattle WA 98101

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Delaware The First State

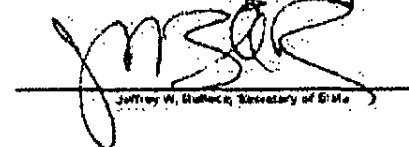
Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RUSSELL INVESTMENTS US RETAIL HOLDCO, 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 NOVEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA


Jeffrey W. Bullock, Secretary of State

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SR# 20166584388

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

Authentication: 203314976

Date: 11-10-16