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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 10/2

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Corporation(s) Name

Copeland Financial Services LLC

changing name to:

CitiStreet Financial Services LLC

() Profit
() Nonprofit

☒ Amendment

() Merger

() Foreign

☒ LLC

() Dissolution

() Withdrawal

() Mark

() Limited Partnership

() Reinstatement

() UCC () 1 or () 3

() UBR

() Fictitious Name

() Other

() Ch. RA

***Special Instructions**

☒ Certified Copy

() arts/ameds/mergers () Other-See Above

() Photocopies

() CUS

(XXX) Walk in

(XXX) Pick-up

() Will Wait

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

M00-444

FILED
00 OCT - 2 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 OCT - 2 AM 11:03
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Copeland Financial Services LLC
2. Jurisdiction of its organization: New Jersey
3. Date authorized to do business in Florida: 03/07/00

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00 OCT -2 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? August 16, 2000
5. New name of the limited liability company: CitiStreet Financial Services LLC
6. If the amendment changes the period of duration, indicate new period of duration:
N/A
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
N/A
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: N/A
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Paul S. Feinberg

Signature of a member or the authorized
representative of a member

Paul S. Feinberg

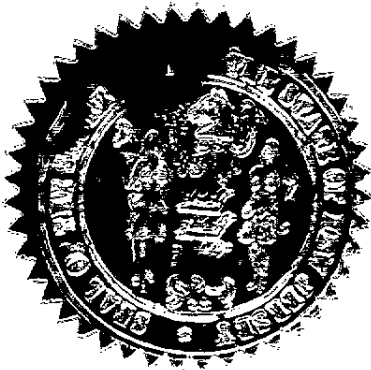
Typed or printed name of signee

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

CITISTREET FINANCIAL SERVICES LLC

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate Of Formation
Certificate Of Merger
Certificate Of Amendment
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
25th day of September, 2000



Roland M Machold

Roland M Machold
Treasurer

LLC
FILED

FEB 1 2000

**Certificate of Formation
of
Copeland Financial Services LLC**

State Treasurer

1. The name of the limited liability company is Copeland Financial Services LLC.
2. The principal office address is Two Tower Center in the State of New Jersey, City of East Brunswick, County of Middlesex.
3. The name of its registered agent is The Corporation Trust Company. The registered office address is 820 Bear Tavern Road in the State of New Jersey, City of West Trenton, County of Mercer. 08628

IN WITNESS WHEREOF, the undersigned represent(s) that this filing complies with requirements detailed in N.J.S.A. 42. The undersigned hereby attests that he is authorized to sign this certificate on behalf of the Limited Liability Company on this 1st day of February in the year of 2000.

Copeland Financial Services LLC

By: Paul S. Feinberg
Name: Paul S. Feinberg
Title: Senior Vice President

SECRETARY OF STATE
TREASURER
00 OCT -2 PM 1:37

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1392604
1392605

0600082944

COPELAND

A member of citigroup

Two Tower Center PO Box 1063
East Brunswick NJ 08816-1063
Ph: 732-514-2000
Fax: 732-514-2027
Web Site: www.copeland.com

CONSENT TO USE OF NAME

Copeland Financial Services, Inc., a corporation organized under the laws of the State of New Jersey, hereby consents to the organization of Copeland Financial Services LLC in the State of New Jersey.

IN WITNESS WHEREOF, the said corporation has caused this consent to be executed by its Senior Vice President this 27th day of January 2000.

Copeland Financial Services, Inc.

By:

Paul S. Feinberg
Paul S. Feinberg
Senior Vice President

FILED
00 OCT -2 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRG
FILED

FEB 25 2000

State Treasurer

CERTIFICATE OF MERGER
OF
COPELAND FINANCIAL SERVICES INC.
INTO
COPELAND FINANCIAL SERVICES LLC

Pursuant to Sections 42:2B-15 and 42:2B-20 of the New Jersey Limited Liability Company Act and Sections 14A:1-6 and 14A:10-4.1 of the New Jersey Business Corporation Act

FIRST: The name and jurisdiction of formation and domicile of each of the constituent entities is: Copeland Financial Services LLC, which was formed as and is a New Jersey limited liability company (the "LLC") and Copeland Financial Services, Inc., which was organized as and is a New Jersey corporation (the "Corporation").

SECOND: The LLC and the Corporation have entered into an Agreement and Plan of Merger, dated as of February 25, 2000 (the "Merger Agreement"), providing for the merger of the Corporation with and into the LLC pursuant to Section 42:2B-20 of the New Jersey Limited Liability Company Act (the "NJLLCA") and Section 14A:10-1 of the New Jersey Business Corporation Act (the "NJBCA"). The Merger Agreement has been approved, adopted, certified, executed and acknowledged in accordance with Sections 42:2B-15 and 42:2B-20 of the NJLLCA in the case of the LLC and Sections 14A:1-6 and 14A:10-4.1 of NJBCA in the case of the Corporation.

THIRD: The LLC shall be the surviving entity of the merger and the Certificate of Formation of the LLC shall be its Certificate of Formation.

FOURTH: The Merger Agreement is on file at the offices of the LLC at Two Tower Center, East Brunswick, NJ 08816. A copy of the Merger Agreement will be furnished by the LLC, on request and without cost, to any member of the LLC or to any partner of the Corporation.

FIFTH: The number of shares of the Corporation entitled to vote on the Merger Agreement is 10,000. All 10,000 shares voted in favor of the Merger Agreement.

754549

1415200

1415201

1415202

0600082946

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be executed in its corporate name this 25th day of February, 2000.

COPELAND FINANCIAL
SERVICES LLC

By: Paul S. Feinberg
Name: Paul S. Feinberg
Title: Senior Vice President

COPELAND FINANCIAL
SERVICES INC

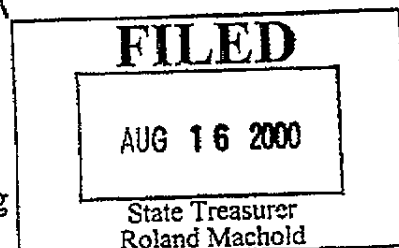
By: Paul S. Feinberg
Name: Paul S. Feinberg
Title: Senior Vice President

CGN

New Jersey Department of State

Division of Commercial Recording

Certificate of Amendment, Limited Liability Company



1. Name of Limited Liability Company: Copeland Financial Services LLC
2. Identification Number: 0600082946
3. New LLC Name: CitiStreet Financial Services LLC
4. Effective Date: August 16, 2000

IN WITNESS WHEREOF, the undersigned represents that this filing complies with requirements detailed in N.J.S.A. 42. The undersigned hereby attests that he is authorized to sign this Certificate on behalf of the Limited Liability Company on this 16th day of August, 2000.

Copeland Financial Services LLC

By:

Paul S. Feinberg
Paul S. Feinberg
Senior Vice President/Manager

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1570256
1570258
1570260

0600082946