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PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY REINSTATEMENT		 FLORIDA DEPARTMENT OF STATE Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # M03000000848			
1. Limited Liability Company's Name J.P. Morgan Invest LLC			
2. Principal Office Address One Beacon Street <small>Suite, Apt. #, etc.</small>		3. Mailing Office Address 270 Park Avenue 35th Floor <small>Suite, Apt. #, etc.</small>	
City & State Boston, MA		City & State New York, NY	
Zip 02108	Country USA	Zip 10017	Country USA
State/Country of Formation Delaware		4. Date Organized or Qualified To Do Business in Florida 3/14/2003	
5. FE Number 71-0930749		<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
7. CERTIFICATE OF STATUS DESIRED <input type="checkbox"/> <small>\$3.00 Additional Fee, payable at the time of filing of this form.</small>			
8. Name and Address of Current Registered Agent			
Name CT Corporation System			
Street Address (P.O. Box Number is Not Acceptable) 1200 South Pine Island Road			
Suite, Apt. #, Etc.			
City Plantation		State FL	Zip Code 33324
9. I, being appointed the registered agent of the above named limited liability company, am familiar with and accept the obligations of Chapter 606, F.S. Signature of Registered Agent <u><i>Connie Bryan</i></u> CONNIE BRYAN Date <u>11/28/2005</u> <small>REGISTERED AGENT MUST SIGN SPECIAL ASSISTANT SECRETARY</small>			
10. Names and Street Addresses of Managing Members/Managers			
Title	Name of Managing Member/Manager	Street Address of Each Managing Member/Manager	City / State / Zip
P/CEO	Anthony Morose	One Beacon Street	Boston, MA 02108
VP/CFD	Kathleen Borowy	One Beacon Street	Boston, MA 02108
VP/AS	Thomas Hollenbeck	One Beacon Street	Boston, MA 02108
S	James C.P. Berry	270 Park Avenue	New York, NY 10017
	AL	REINSTATEMENT	04-05
11. I certify that I am managing member/manager or the receiver or trustee empowered to execute this application as provided for in chapter 606, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the limited liability company name satisfies the requirements of section 603.406, F.S., and that all fees owed by the limited liability company have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath. Signature of Managing Member/Manager <u><i>James C.P. Berry</i></u> Date <u>11/25/2005</u> Daytime Phone # <u>212-270-5852</u> Typed or printed name of Managing Member/Manager James C.P. Berry			

Florida Department of State
Division of Corporations
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LIMITED LIABILITY REINSTATEMENT

J.P. MORGAN INVEST, LLC

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ORDER # 6505321 SO

November 25, 2005

CT Corporation
c/o Ashley Mitchell or Kim Wasilewski
1200 South Pine Island Road
Plantation, Florida 33324

Hi Ashely or Kim:

Attached please find the LLC reinstate form for J.P. Morgan Invest LLC and the foreign qualification for Florida for BrownCo, LLC. This company has to be qualified in the state of Florida by November 29, 2005 or this multi-million dollar deal will be cancelled.

I originally sent a name change form for J.P. Morgan Invest LLC changing to BrownCo, LLC. It was rejected due to non-payment of foreign annual report. I was given the choice of reinstating and then changing the name or just qualifying under the new name. I am sending you both forms and asking you to either reinstate and change name or qualify under new name depending on which one is faster. Please use expedited service and we will pay any extra fee (including reinstatement charges) to get this filed by the November 29, 2005.

I am working with Sheryl Connolly in your New York office (212-53-~~9358~~). I am sending her a copy of both forms and leaving her a message concerning this (due to the fact that your offices are closed today). Please call me if there are any questions or problems. My direct dial is (212-270-2676).

My apologies for the rush. I hope both of you had a great Thanksgiving.

Best regards,



Euisun Lisa Lee

cc: Sheryl Connolly