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ACCOUNT NO. : 072100000032

REFERENCE : 173850

4312639

AUTHORIZATION

ost limit: \$ 100000 Mgut

ORDER DATE: July 18, 2003

ORDER TIME : 9:32 AM

ORDER NO. : 173850-045

CUSTOMER NO: 4312639

CUSTOMER: Ms. Mary Keogh

Skadden Arps Slate Meagher &

One Rodney Square

P.o. Box 636

Wilmington, DE 19899

FOREIGN FILINGS

NAME: DELOITTE TAX OVERSEAS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER:

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTERA FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:
1. Deloitte Tax Overseas LLC
(Name of foreign limited liability company)
2. Delaware 3 3
2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. June 13, 2003 (Date of Organization) 5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")
6. after qualified
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 1633 Broadway, New York, New York 10019
(Street address of principal office)
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here
9. The name and usual business addresses of the managing members or managers are as follows:
See attached
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records it
the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a
translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida:
Tax Advisory Services
600
Signature of a member or an authorized representative of a member.
(In accordance with section (08.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Deloitte Tax LLP, by Roger Page
Typed or printed name of signee
** * **



Deloitte Tax Overseas LLC

Member:

Deloitte Tax LLP, 1633 Broadway, New York, NY 10019

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

SHE WALL PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTE THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Deloitte Tax	ne Limited Liability Comp Overseas LLC	any is:	in t	2	
2 771	About the standard of the stan	- 641 1-4	A		
2. The name and	the Florida street address	of the register	ed agent and off	ice are:	
	Corporat	ion Servic	e Company		
		(Name)			
_)1 Hays St			
Florida street address (P.O. Box NOT ACCEPTABLE)					
	Tallahassee	FI.	32301		
_	(0	City/State/Zip)			•

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

\$ 100.00 Filing Fee for Application **Designation of Registered Agent** \$ 25.00 \$ 30.00 **Certified Copy (optional)** 5.00 Certificate of Status (optional)