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SECRETARY OF STATE TALLAHASSEE, FLORIDA

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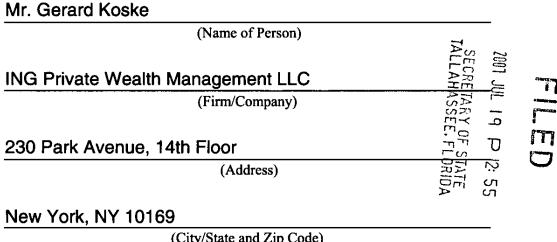
COVER LETTER

TO: **Registration Section Division of Corporations**

SUBJECT: ING Private Wealth Management LLC (Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:



Gerard Koske	_{at (} 212 ₎ 309-8619	
(Name of Person)	(Area Code & Daytime Telephone Number)	
MAILING ADDRESS:	STREET ADDRESS:	
Division of Corporations	Division of Corporations	
P.O. Box 6327	Clifton Building	
Tallahassee, FL 32314	2661 Executive Center Circle	
	Tallahassee, FL 32301	

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 REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ING Private Wealth Management LLC (Name of Foreign Limited Liability Company; must include	e "Limited Liability Company," "L.L.C.," or "LLC.")
(If name unavailable, enter alternate name adopted for the purpose consent of the managers or managing members adopting the altern Company," "L.L.C.," "LLC.")	
_{2.} Delaware	20-2709420
(Jurisdiction under the law of which foreign limited liability company is organized)	(FEI number, if applicable)
4. February 7, 2005 5.	perpetual
(Date of Organization)	(Duration: Year limited liability combany will cease to
	exist or "perpetual")
6	
(Date first transacted business in Flor (See sections 608.501 & 608.502 F.S. t	ida, if prior to registration.) o determine penalty liability)
·	no m
7. 230 Park Avenue, 14th Floor	
New York, NY 10169	ORATE 5
	Principal Office)
8. If limited liability company is a manager-managed c9. The name and usual business addresses of the manager	ging members or managers are as follows:
Board of Directors: Jorge Suarez-Velez, Carl	los Peraza, Steven Huse, Hene van Haaπen
located at 230 Park Avenue, New York, N	Y 10169; and John Egan located at 1325
Avenue of the Americas, New York, N	Y 10019
10. Attached is an original certificate of existence, no more than 90 da the jurisdiction under the law of which it is organized. (A photocopy translation of the certificate under oath of the translator must be submit 11. Nature of business or purposes to be conducted or p	is not acceptable. If the certificate is in a foreign language, a tted.)
Man Kashe	
	norized representative of a member.

an affirmation under the penalties of perjury that the facts stated herein are true.)

Typed or printed name of signee

Gerard Koske

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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

ZOO1 SEC TALL	
AR:	17
19 RY 0 SEE,	
STATE YORIDA	J
_	
	ODI JUL 19 P 12: ECRETARY OF STAT LLAHASSEE, FHORE

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, Florida Statutes.

(Signature) Kimberty B. Moret as its agent

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

PAGE 1

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ING PRIVATE WEALTH MANAGEMENT LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JULY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ING PRIVATE WEALTH MANAGEMENT LLC" WAS FORMED ON THE EIGHTH DAY OF FEBRUARY, A.D. 2005.

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



Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5834686

DATE: 07-12-07

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