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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. BRYAN

JUN - 6 2011

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** The Boston Company Asset 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:

Michael McManus

Name of Person

The Boston Company Asset Management, LLC

Firm/Company

One Boston Place

Address

Boston, MA 02108

City/State and Zip Code

TBCAMCompliance@bnymellon.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael McManus at ( 617 ) 722-7570  
Name of Person Area Code & Daytime Telephone Number

**MAILING ADDRESS:**

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

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11 JUN -3 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. The Boston Company Asset Management, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Massachusetts

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 043404987

(FEI number, if applicable)

4. December 4, 1997

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. 5/19/2011

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. One Boston Place

Boston, MA 02108

(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:

David Cameron One Boston Place, Boston, MA 02108, Corey Griffin One Boston Place, Boston, Ma 02108,

Phillip Maisano, One Boston Place, Boston, MA 02108, Cyrus Taraporevala, One Boston Place, Boston, MA 02108

Edward Ladd, One Boston Place, Boston, MA 02108, Scott Wennerholm, One Boston Place, Boston, MA 02108

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in 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: Asset Management

M. McManus

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any 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.)

Michael McManus Vice President

Typed or printed name of signee

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11 JUN -3 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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.

1. The name of the Limited Liability Company is:

The Boston Company Asset Management, LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

1200 South Pine Island

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation

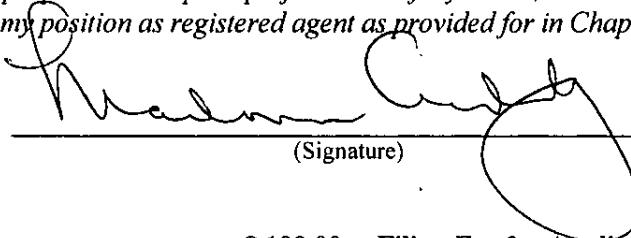
FL

33324

City/State/Zip

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TALLAHASSEE, FLORIDA

*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)

Madonna Cuddihy  
Special Assistant Secretary

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



William Francis Galvin  
Secretary of the  
Commonwealth

*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

Date: May 18, 2011

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11 JUN -3 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

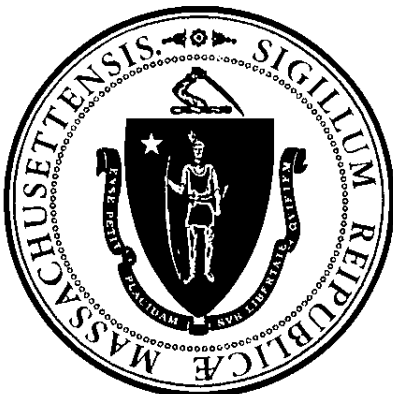
To Whom It May Concern :

I hereby certify that a certificate of organization of Limited Liability Company was filed  
in this office by

**THE BOSTON COMPANY ASSET MANAGEMENT, LLC**

in accordance with the provisions of Massachusetts General Laws, Chapter 156C, on  
**December 04, 1997.**

I further certify that said Limited Liability Company has not filed a Certificate of Cancellation;  
that said Limited Liability Company has not been administratively dissolved; and that, so far as  
appears of record, said Limited Liability Company has legal existence.



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

Certificate Number: 11053189150

Verify this Certificate at: <http://corp.sec.state.ma.us/corp/Certificates/Verify.asp>

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