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Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500002579165--3

-07/02/98--01061--013

*****52.50 *****52.50

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-07/02/98--01061--012

****285.00 ****285.00

Pricewaterhouse Coopers Services LLC

DIVISION OF CORPORATION

98 JUL -2 PM 12:33

RECEIVED

☐ Profit

☐ NonProfit

☒ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Merge

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of R.A.

☒ Limited Liability Partnership

☐ UCC-1 UCC-3

☒ Certified Copy

☐ Photo Copies

☐ CUS

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☒ Walk In

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Thanks, Melanie ☺

712-864

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DIVISION OF CORPORATIONS
98 JUL -2 PM 3:35

11:13 JUN 23, 1998 ID: CT CORPORATION

TEL NO: 1 (212) 247-2882

#22952 PAGE: 2/3

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. PricewaterhouseCoopers Services LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware 3. Applied For
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. June 19, 1998 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. July 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502 and §17.155, F.S.))
7. 1251 Avenue of the Americas
New York, NY 10020
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>James P. Kovaks</u>	<u>MGR</u>	<u>Ann L. MacDougall</u>	<u>MGR</u>
<u>1177 Avenue of the Americas</u>		<u>1301 Avenue of the Americas</u>	
<u>New York, NY 10036</u>		<u>New York, NY 10019</u>	
<u>Ronald B. Hauben</u>	<u>MGR</u>		
<u>1251 Avenue of the Americas</u>			
<u>New York, NY 10020</u>			
<u>Marsha Cohen</u>	<u>MGR</u>		
<u>1301 Avenue of the Americas</u>			
<u>New York, NY 10019</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

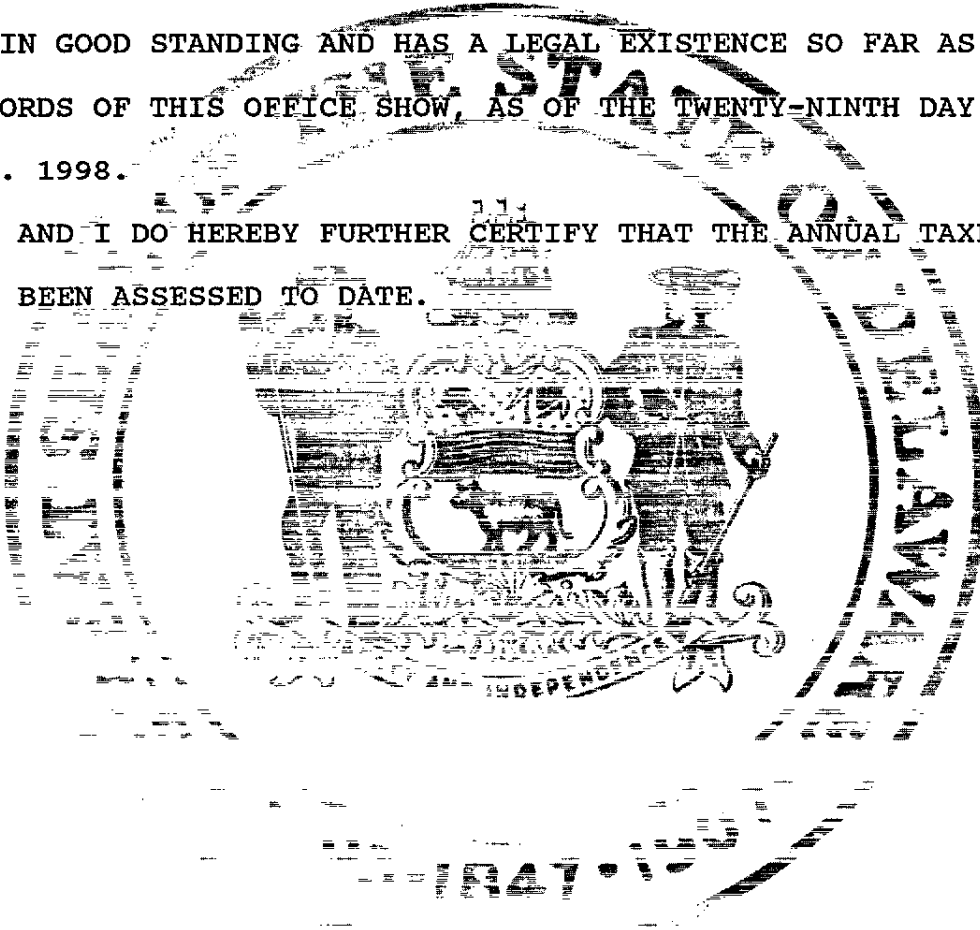
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRICewaterhouseCOOPERS SERVICES 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 TWENTY-NINTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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06-29-98

11:13 JUN 23, 1998 ID: CT CORPORATION

TEL NO: 1 (212) 247-2882

#22952 PAGE: 3/3

**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:
PricewaterhouseCoopers Services LLC

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

C T CORPORATION SYSTEM
(Name)

1200 South Pine Island Road
Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324
(City/State/Zip)

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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.

C T CORPORATION SYSTEM


(Signature)

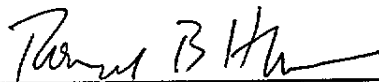
Jonathan R. Giddings
Assistant Secretary

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
PricewaterhouseCoopers Services LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Ronald B. Hauben

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit