

Document Number Only

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C T Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301

City State Zip Phone

000002618730--2

-08/18/98--01036--024

****285.00 ****285.00

CORPORATION(S) NAME

Jennison Associates LLC

- ☐ Profit
☐ NonProfit
☒ Limited Liability Company
☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

- ☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy

☐ Annual Report
☐ Reservation

☐ Photo Copies

☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS

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file 2nd

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:

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DIVISION OF CORPORATIONS
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1. Jennison Associates 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
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 52-2069785
(FEI number, if applicable)
4. 12/24/97
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 1/1/98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 466 Lexington Avenue, 18th Floor
New York, New York 10017
(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>See Exhibit A</u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
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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.)

Exhibit A
JENNISON ASSOCIATES LLC
MANAGERS
as of
7/15/98

John H. Hobbs, Manager
Spiros Segalas, Manager

James N. Kannry, Manager
Karen E. Kohler, Manager
Leya Strauss, Manager
Mirry Hwang, Manager

Robert B. Corman, Manager
Michael DelBalso, Manager
Thomas F. Doyle, Manager
Bradley L. Goldberg, Manager
Jonathan R. Longley, Manager
Kathleen A. McCarragher, Manager
Philip H.B. Moss, Manager
David T. Poiesz, Manager

Blair A. Boyer, Manager
Cecilia M. Brancato, Manager
David Chan, Manager
Joseph P. Ferrugio, Manager
Michael H. Porreca, Manager
Peter H. Reinemann, Manager

Jonathan M. Greene, Manager

Annlois Freedman, Manager
Eric S. Philo, Manager
Charles Ringhel, Manager
Rosemary S. Sammarco, Manager

Erik Brown, Manager
Kevin Cantor, Manager
Katharine L. Gleason, Manager
Kathleen P. Hausner, Manager
Caroline R. Hovey, Manager
Richard Klemmer, Manager
Mindy Newman, Manager
Kerry A. Shanley, Manager
Adam Susser, Manager
Chris Vatis, Manager
Michael Wilburn, Manager
Stephanie Willis, Manager

Lisa Beach, Manager
Charlene Parrish, Manager
Michele Polansky, Manager
Stephen L. Rentschler, Manager
Nicholas Rubinstein, Manager
Andrew M. Tucker, Manager

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

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The undersigned member or authorized representative of a member of _____

Jennison Associates LLC

certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 0.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 58,718,772.04
(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 \$ 58,718,772.04
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

Karen E. Kohler Manager

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

Exhibit A
to
Affidavit of Membership and Contributions of
Foreign Limited Liability Company

Member's Equity	\$58,718,672.04
Promissory Note:	\$100.00

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**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.

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1. The name of the Limited Liability Company is:

Jennison Associates LLC

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

CT Corporation System

(Name)

c/o CT Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation, FL 33324

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.

Connie Bryan
(Signature)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Filing Fee: \$ 35 for Designation of Registered Agent

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 "JENNISON ASSOCIATES 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 SEVENTEENTH DAY OF AUGUST, A.D. 1998.

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

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A handwritten signature in dark ink, appearing to read "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9256685

08-17-98