

December 18, 2001

Ms. Lyn Turley-Shoffstall Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

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Re: Rockefeller Risk Advisors of Florida, Inc. Doc#: P01000079551

Dear Ms. Turly-Shoffstall:

As per the request of your letter number 601A00064859 dated December 10, 2001, enclosed please find a copy of the Articles of incorporation for Rockefeller Risk Advisors of Florida, Inc.

If you have any questions, please call me at (212) 698-8579. Thank you.

Very truly yours,

Rotransick_

Renee A. Trewick



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

December 10, 2001

ROCKEFELLER RISK ADVISORS OF FLORIDA, INC. 30 ROCKEFELLER PLAZA, ROOM 5600 NEW YORK, NY 10112

SUBJECT: ROCKEFELLER RISK ADVISORS OF FLORIDA, INC. Ref. Number: P01000079551

To Whom It May Concern:

In a recent audit of our records we have determined that the original Articles of Incorporation for ROCKEFELLER RISK ADVISORS OF FLORIDA, INC., document number P01000079551, has been misplaced and has not been imaged for the official record.

The purpose of this letter is to ask you to furnish us with a photocopy of the articles, so that we can complete our records.

Please send the copy to:

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 Attn: Lyn Turley-Shoffstall

I hope this request is not too much of an inconvenience.

Should you have any questions regarding this matter, please feel free to contact me at (850) 245-6900.

Sincerely, Lyn Turley-Shoffstall, Management Review Specialist Bureau of Commercial Recording

Letter number: 601A00064859

ARTICLES OF INCORPORATION

OF

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ROCKEFELLER RISK ADVISORS OF FLORIDA, INC

The undersigned, being a natural person competent to contract, acting as incorporator of a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following articles of incorporation.

<u>Article I</u> <u>Name and Principal Address</u>

The name of this corporation is ROCKEFELLER RISK ADVISORS OF FLORIDA, INC., and its principal place of business and its mailing address shall be 30 Rockefeller Plaza, Room 5600, New York, New York 10112.

<u>Article II</u> <u>Authorized Shares</u>

The authorized shares of the corporation outstanding at any one time shall be Two Hundred (200) shares of common stock without par value.

<u>Article III</u> Initial Registered Office And Agent

The street address of the initial registered office of the corporation is: c/o Akerman, Senterfitt, P.A., 301 South Bronough Street, Unit #200, Tallahassee, Florida 32301. The name of the initial registered agent at such office is: Fred R. Dudley, Esq.

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<u>Article V</u> <u>Incorporators</u>

The name and residence of the incorporator of the corporation are as follows:

<u>Name</u> Steven I. Pincus Residence

c/o Rockefeller Risk Advisors, Inc. One Rockefeller Plaza, Suite 1542 New York, New York 10020-2097

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, has,

for the purpose of forming this corporation under the laws of the State of Florida, executed these articles of incorporation on the 10^{th} day of August, 2001.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as the registered agent of this corporation, does hereby accept said designation.

Fred R. Dudley

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