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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

APR 29 2013

LIMITED LIABILITY PARTNERSHIP

BY Jmd 12:05
4-29-196122

**NOTICE OF
FOREIGN REGISTERED LIMITED LIABILITY PARTNERSHIP**

Pursuant to the provisions of Section 7-12-59 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign Registered Limited Liability Partnership hereby submits notice of its intent to transact business in the state of Rhode Island and for that purpose makes the following statement:

1. The name of the foreign Registered Limited Liability Partnership is:
Ernst & Young U.S. LLP

(The name must include the words "registered limited liability partnership" or the abbreviation "L.L.P." or "LLP" or such other similar words or abbreviations as may be required or authorized by the laws of the state where the partnership is registered, as the last words or letters of its name.)

2. The jurisdiction, the laws of which govern its partnership agreement and under which it is registered as a Limited Liability Partnership, is:
Delaware

3. The address of its principal office is:
5 Times Square

New York, NY 10036

4. If the partnership's principal office is not located in this state, the address of a registered office and the name and address of a registered agent for service of process in the state of Rhode Island which the partnership shall be required to maintain:

National Registered Agents, Inc., 10 Dorrance St., Suite 530, Providence, RI 02903

5. The names and addresses of all resident partners in this state:

<u>Name</u>	<u>Residence Address</u>
Kevin M. Higgins	40 Westminster St., Suite 400, Providence, RI 02903
Diane S. Larsen	40 Westminster St., Suite 400, Providence, RI 02903
Sean T. Lynch	40 Westminster St., Suite 400, Providence, RI 02903

(If more space is required, please list on separate attachment)

2013 APR 29 12:05
SECRETARY OF STATE
CORPORATIONS DIV

6. A brief statement of the business in which the partnership is engaged:
The partnership engages in business and professional services.

7. Any other information that the partnership determines to include:

8. The partnership is a Registered Limited Liability Partnership.

Under penalty of perjury, I/we declare and affirm that I/we have examined this Notice of Foreign Registered Limited Liability Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 4/25/13

Ernst & Young U.S. LLP

Print Exact Name of Registered Limited Liability Partnership

By: *August J. Loi*
By: _____
By: _____
By: _____

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ERNST & YOUNG U.S. LLP" 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-SIXTH DAY OF APRIL, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ERNST & YOUNG U.S. LLP" WAS FORMED ON THE FIRST DAY OF AUGUST, A.D. 1994.

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

2420363 8300

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Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 0387437

DATE: 04-26-13



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

