

Filing Fee: \$150.00

ID Number: _____



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

JUN 01 2011

LIMITED LIABILITY COMPANY

BY [Signature] 12:16
29-145307

APPLICATION FOR REGISTRATION

Pursuant to the provisions of Section 7-16-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

Morgan Stanley & Co. LLC

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

Morgan Stanley + Co. LLC of Rhode Island

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is 05/31/2011

5. The period of duration of the limited liability company is (if perpetual, so state) Perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

10 Weybosset Street +

(Street Address, not P.O. Box)

Providence

(City/Town)

RI 02903

(Zip Code)

and the name of the resident agent at such address is C T Corporation System

(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

1209 Orange Street, Wilmington, DE 19801

9. The mailing address for the limited liability company is:

1585 Broadway, New York, NY 10036

10. Management of the Limited Liability Company:

- A. The limited liability company is to be managed ☐ by its members. *(If you have checked this box, go to Item no. 11.)*

or

- B. The limited liability company is to be managed ☒ by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

<u>Manager</u>	<u>Address</u>
Charles Chasin	1585 Broadway , New York, NY 10036
Colm Kelleher	1585 Broadway , New York, NY 10036
Richard Ostrander	1585 Broadway , New York, NY 10036
Ruth Porat	1585 Broadway , New York, NY 10036
Paul Taubman	1585 Broadway , New York, NY 10036

11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

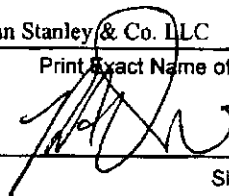
Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: June 1, 2011

Morgan Stanley & Co. LLC

Print Exact Name of Limited Liability Company Making Application

By



Signature of authorized person

Richard Ostrander, Manager

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORGAN STANLEY & CO. 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 FIRST DAY OF JUNE, A.D. 2011.

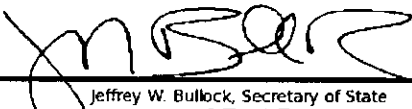
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

0735211 8300

110666636

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8799704

DATE: 06-01-11