

Filing and License Fee: \$310.00 minimum

ID Number:

157693



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Morgan Stanley Insurance Services Inc.
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:
  - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:  
\_\_\_\_\_
  - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:  
\_\_\_\_\_
4. The date of its incorporation is September 15, 1972 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1585 Broadway, New York, NY 10036
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street (Street Address, not P.O. Box)  
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is C T Corporation System  
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
To conduct a general insurance agency and brokerage business, acting in its own name as agent or broker or through employees or others as agents or sub-agents or brokers, including without limitation, life, annuity, accident and health, disability, casualty and liability insurance
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>Daniel J. Fitzpatrick</u>	<u>2000 Westchester Ave. Purchase, NY 10577</u>
Director	<u>Leonard J. Schmitt</u>	<u>Harborside Financial Ctr, Jersey City, NJ 07311</u>
Director	<u>Frank P. Zafran</u>	<u>2000 Westchester Avenue, Purchase, NY 10577</u>
Director	_____	_____

FILED

JUL 31 2006

By [Signature]

45-080106

- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	Frank P. Zafran	2000 Westchester Avenue, Purchase, NY 10577
Vice President	Please see attached list	
Treasurer	William J. Forsell	750 Seventh Avenue, New York, NY 10019
Secretary	Daniel J. Fitzpatrick	2000 Westchester Ave. Purchase, NY 10577

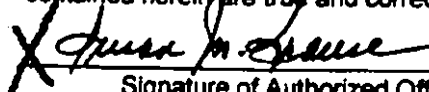
- 9 The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common		\$1.00

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 0.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

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

Date: 6-15-06



Signature of Authorized Officer of the Corporation

Susan M. Krause, Assistant Secretary

Type or Print Name of Authorized Officer

**Morgan Stanley Insurance Services Inc.**

**Attachment to Certificate of Authority**

**Officers:**

<b>Name:</b>	<b>Title:</b>	<b>Address:</b>
Frank P. Zafran	President	2000 Westchester Avenue, Purchase, NY 10577
Frank M. Alecci	Vice President	So 61 Paramus Rd, Paramus, NJ 07652
James P. Boyle	Vice President	Harborside Financial Center, Plaza 2, Jersey City, NJ 07311
Benjamin Capshaw	Vice President	100 Concourse-Ste 203 1052 Highland Colony Pky, Ridgeland, MS 39157
Brian S. Davis	Vice President	19 Haines St, Newark, DE 19711
Kurt Keeler	Vice President	1125 S 103Rd St Ste 500, Omaha, NE 68124
Eric J. Marmoll	Vice President	17 West 110 22nd Street, Oakbrook Terrace, IL 60181
Louis A. Palladino	Vice President	1633 Broadway, New York, NY 10019
James J. Pritchett	Vice President	2000 Westchester Avenue, Purchase, NY 10577
Bruce R. Sandberg	Vice President	1633 Broadway, New York, NY 10019
Leonard J. Schmitt	Vice President	Harborside Financial Center, Plaza 2, Jersey City, NJ 07311
William J. Forsell	Treasurer	750 Seventh Avenue, New York, NY 10019
MaryAnn Fappiano	Assistant Treasurer	1 Pierrepont Plaza, Brooklyn, NY 11201
Daniel J. Fitzpatrick	Secretary	2000 Westchester Avenue, Purchase, NY 10577
Charlene R. Herzer	Assistant Secretary	1633 Broadway, New York, NY 10019
Susan M. Krause	Assistant Secretary	1633 Broadway, New York, NY 10019

**Directors:**

<b>Name:</b>	<b>Address:</b>
Frank P. Zafran	2000 Westchester Avenue, Purchase, NY 10577
Daniel J. Fitzpatrick	2000 Westchester Avenue, Purchase, NY 10577
Leonard J. Schmitt	Harborside Financial Center, Plaza 2, Jersey City, NJ 07311

# Delaware

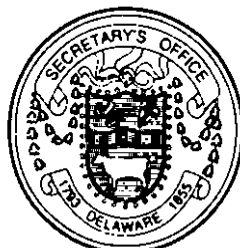
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORGAN STANLEY INSURANCE SERVICES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF JULY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4938081

DATE: 07-31-06