

Filing Fee: \$1000.00

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

LIMITED LIABILITY PARTNERSHIP

**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:
Ropes & Gray 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:
One International Place, Boston, MA 02110

- 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:
Corporate Service Company, 222 Jefferson Blvd., Suite 200, Warwick, RI 02888

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

<u>Name</u>	<u>Residence Address</u>
Dennis M. Coleman	65 Sheep Farm Drive, East Greenwich, RI 02818
Geoffrey B. Davis	208 Bowen Street, Providence, RI 02906
William S. Eggeling	4 Cranberry Court, Barrington, RI 02806
Joan McPhee	100 Prospect Street, Providence, RI 02906

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

FILED

APR 28 2009

By *[Signature]* 10:14

29-88139

2009 APR 28 AM 10:14
REGISTRY
CORPORATIONS DIV
STATE OF RHODE ISLAND
2009 APR 27 AM 8:51
REGISTRY
CORPORATIONS DIV
STATE OF RHODE ISLAND

6. A brief statement of the business in which the partnership is engaged:

The Practice of Law

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: April 24, 2009

Ropes & Gray LLP

Print Exact Name of Registered Limited Liability Partnership

By: 

By: John T. Montgomery

By: _____

By: _____

Delaware

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The First State

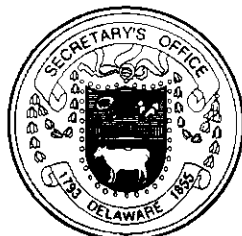
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROPES & GRAY LLP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF APRIL, A.D. 2009.

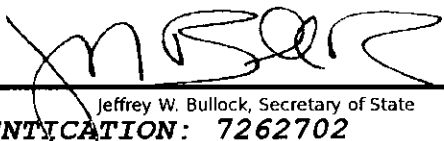
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROPES & GRAY LLP" WAS FORMED ON THE TWENTY-SECOND DAY OF APRIL, A.D. 2003.

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

3649915 8300

090392549




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7262702

DATE: 04-23-09



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

