

Filing Fee: \$1000.00

ID Number: 152201



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

05 DEC - 1 AM 10:10  
STATE OF RHODE ISLAND  
CORPORATIONS DIVISION

**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:

Ernst & Young Investment Advisers 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 10036-6530

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:

Diane S. Larsen

40 Westminister St., Suite 800, Providence, RI 02903

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

<u>Name</u>	<u>Residence Address</u>
<u>Ernst &amp; Young LLP</u>	<u>40 Westminister St., Suite 800, Providence, RI 02903</u>
<u>Ernst &amp; Young U.S. LLP</u>	<u>40 Westminister St., Suite 800, Providence, RI 02903</u>

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

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

Investment advisory services  
\_\_\_\_\_  
\_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

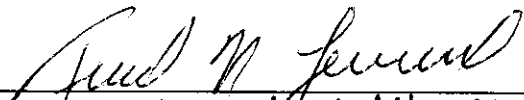
8. The partnership is a Registered Limited Liability Partnership.

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: 11/30/05

**Ernst & Young Investment Advisers LLP**

Print Exact Name of Registered Limited Liability Partnership

By:   
By: Richard N. Lemieux, Attorney-in-fact for  
Ernst & Young Investment Advisers LLP

By: \_\_\_\_\_

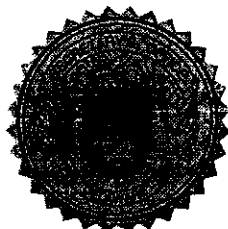
By: \_\_\_\_\_

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ERNST & YOUNG INVESTMENT ADVISERS 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-NINTH DAY OF NOVEMBER, A.D. 2005.



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4327610

DATE: 11-29-05