

Filing Fee: \$100.00

ID Number:

24694



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

RECEIVED
STATE
MAY 10 1 00 PM '02

LIMITED PARTNERSHIP

APPLICATION FOR CERTIFICATE OF REGISTRATION
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership 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 partnership is Deloitte Consulting L.P.
(The name must contain the words "limited partnership" or the letters and punctuation "L P")
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:

2. The limited partnership is organized under the laws of Delaware
and the date of its formation is May 31, 2000

3. The general character of the business it proposes to transact in Rhode Island is:
Management consulting and all activities related thereto.

4. The name and address of the agent for service of process is Corporation Service Company
170 Westmunster St. #900 Providence, RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:
2711 Centreville Road, Suite 400, Wilmington DE 19808

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By [Signature]
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7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
Deloitte Consulting (US) LLC	11033 Broadway, New York NY 10019
Deloitte Consulting (Holding Sub) LLC	11033 Broadway, New York NY 10019
_____	_____
_____	_____

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

11033 Broadway, New York NY 10019

9. A mailing address for the foreign limited partnership is 11033 Broadway, New York NY 10019

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

Date: May 3, 2002 Deloitte Consulting L.P.  
Print Exact Name of Limited Partnership Making Application

By [Signature]  
General Partner  
Deloitte Consulting (US) LLC  
Robert J. Glatz, Member

STATE OF New York  
COUNTY OF Kings

In Kings County, on this 30th day of April, 2002, personally appeared before me Robert J. Glatz who, being by me first duly sworn, declared that he/she is a general partner of Deloitte Consulting (US) LLC that he/she signed the foregoing document as a general partner of the limited partnership, and that the statements herein contained are true.

Silvana K. Maniscalco  
Notary Public  
My Commission Expires: July 7, 2003

**SILVANA K. MANISCALCO**  
Notary Public, State of New York  
No. 01MA5081482  
Qualified in Kings County  
Commission Expires July 7, 2003

# Delaware

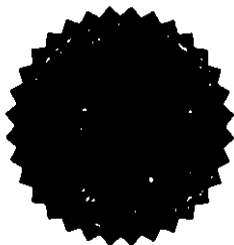
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DELOITTE CONSULTING L.P." 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 NINTH DAY OF MAY, A.D. 2002.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DELOITTE CONSULTING L.P." WAS FORMED ON THE THIRTY-FIRST DAY OF MAY, A.D. 2000.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1768492

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DATE: 05-09-02