

FILED EFFECTIVE



STATEMENT OF FOREIGN QUALIFICATION LIMITED LIABILITY PARTNERSHIP

(Instructions on back of application)

The undersigned partnership hereby files a statement of foreign qualification of Limited Liability Partnership, and submits the following information to the Secretary of State pursuant to Idaho Code § 53-3-1102.

1. The name of the foreign limited liability partnership is:

PricewaterhouseCoopers LLP

2. The name under which the foreign limited liability partnership will do business in Idaho is:

PricewaterhouseCoopers LLP

3. The street address of the partnership's chief executive office is:

300 Madison Avenue, New York, NY 10017

4. The mailing address for future correspondence, if different than the address in line 3:

PricewaterhouseCoopers LLP, c/o Lorraine Killheffer, 300 Madison Avenue, New York, NY 10017

5. The name and street address of the registered agent is:

CT Corporation System, 300 North Sixth Street, Boise, ID 83702

6. Effective date of filing:(optional): Upon acceptance by the Secretary of State

7. The domestic state of organization is: Delaware

8. Signature of at least two partners.

1) Mark S. Pallone

Typed Name Mark S. Pallone

2) Kieran Claffey

Typed Name Kieran Claffey

3) _____

Typed Name _____

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Secretary of State use only

IDAHO SECRETARY OF STATE
12/28/2004 05:00
CK: 20033276 CT: 104717 DH: 783894
1 @ 100.00 = 100.00 STMT OF FO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

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