



APPLICATION FOR REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

FILED EFFECTIVE

03 JUL 29 PM 12:18

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Deloitte Financial Advisory Services Overseas LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is organized is: Delaware
and the date of its formation was: June 13, 2003

4. The name and address of the registered agent in Idaho is:

Corporation Service Company, 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702

5. The address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

2711 Centerville Road, Suite 400, Wilmington, Delaware 19808

6. The address of the limited liability company's principal office, if other than the address in #5 above, is:

1633 Broadway, New York, New York 10019

7. The address to which correspondence should be addressed is:

4022 Sells Drive, Hermitage, TN 37076

8. Signature of a manager, if any, or a member
if there are no managers.

Signature

Deloitte Financial Advisory Services LLP
by Brian Derksen

Typed Name

Deloitte Financial Advisory Services
LLP, by Brian Derksen - Partner

Manager ☐ Member ☒

Secretary of State use only

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IDAHO SECRETARY OF STATE
07/29/2003 05:00
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1 @ 20.00 = 20.00 EXPEDITE C # 3

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Delaware

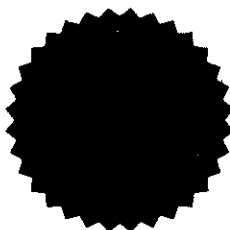
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DELOITTE FINANCIAL ADVISORY SERVICES OVERSEAS LLC" 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-EIGHTH DAY OF JULY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DELOITTE FINANCIAL ADVISORY SERVICES OVERSEAS LLC" WAS FORMED ON THE THIRTEENTH DAY OF JUNE, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2549788

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DATE: 07-28-03