

State of Idaho

Office of the Secretary of State

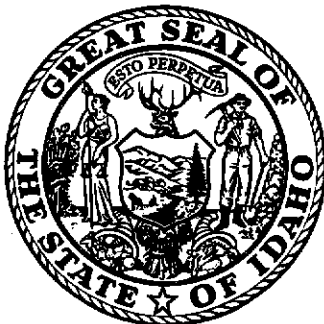
**CERTIFICATE OF AUTHORITY
OF
PRICewaterhouseCOOPERS ADVISORY LLC**

File Number W 98434

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: December 3, 2010



Ben Yursa
SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

10 DEC -3 PM 4:12

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

PRICEWATERHOUSECOOPERS ADVISORY 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 formed is: Delaware

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

CT Corporation System 1111 West Jefferson, Suite 530, Boise, Idaho 83702

5. The street and mailing address of the limited liability company's principal office is:

300 Madison Avenue, New York, NY 10017

Street Address

Mailing Address, if different

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

1209 Orange St., Wilmington, DE 19801

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

SEE ATTACHMENT

8. The mailing address for future correspondence:

300 Madison Avenue, New York, NY 10017

9. Signature of a manager, member or authorized person.

Signature

Ellenore O'Hanrahan

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE
12/03/2010 05:00
CK: NONE CT: 126533 BH: 1249473
1 @ 100.00 = 100.00 REGFORLLC # 2

cert_auth_foreign_LLC Rev. 07/2010

W98434

Attachment

Member PricewaterhouseCoopers LLP

300 Madison Avenue
New York, NY 10017

Delaware

PAGE 1

The First State

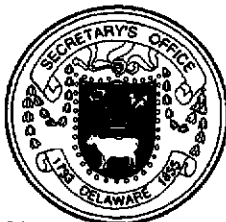
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRICewaterhouseCOOPERS ADVISORY LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF DECEMBER, A.D. 2010.

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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8391841

DATE: 12-02-10