

New York State
Department of State
Division of Corporations, State Records & UCC
41 State Street
Albany, NY 12231

**CERTIFICATE OF REGISTRATION
OF
CLEARY GOTTlieb STEEN & HAMILTON LLP**

Under Section 121-1500(a) of the Partnership Law

FIRST: The name of the registered limited liability partnership is: Cleary Gottlieb Steen & Hamilton LLP.

SECOND: The address of the principal office of the partnership without limited partners is: One Liberty Plaza, New York, NY 10006-1470.

THIRD: The profession or professions to be practiced by such partnership without limited partners is: law. The partnership is eligible to register as a registered limited liability partnership pursuant to section 121-1500(a) of the Partnership Law.

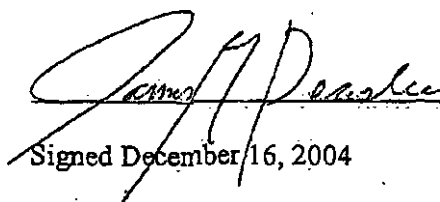
FOURTH: The Secretary of State is designated as agent of the partnership without limited partners upon whom process against it may be served. The address to which the Secretary of State shall forward copies of any process against it or served upon it is: Cleary Gottlieb Steen & Hamilton LLP, Attention: Managing Attorney, One Liberty Plaza, New York, NY 10006-1470.

FIFTH: The partnership without limited partners will not have a registered agent.

SIXTH: The partnership without limited partners is filing a registration for status as a registered limited liability partnership.

SEVENTH: The registration of the partnership without limited partners is to be effective on January 1, 2005.

EIGHTH: As authorized pursuant to subsection (d) of section twenty-six of the Partnership Law, all of the partners will be liable in their capacity as partners for base compensation paid to nonlegal personnel in all offices.


Signed December 16, 2004

James M. Peaslee, Partner

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

December 21, 2004

Witness my hand and seal of the Department of State on



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed title.

Secretary of State

DOS-200 (Rev. 03/02)

State of New York
Department of State } ss:

I hereby certify, that CLEARY GOTTLIEB STEEN & HAMILTON LLP a NEW YORK Registered Limited Liability Partnership filed a Notice of Registration pursuant to Partnership Law on 12/17/2004.

An Affidavit of Publication of CLEARY GOTTLIEB STEEN & HAMILTON LLP was filed on 03/28/2005.

An Affidavit of Publication of CLEARY GOTTLIEB STEEN & HAMILTON LLP was filed on 03/28/2005.

The Registered Limited Liability Partnership has filed Affidavits of Publication under the Partnership Law.



*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 08th day of March two
thousand and seventeen.*

A handwritten signature in black ink, appearing to read "B. Fitzgerald", is written over a horizontal line.

*Brendan W. Fitzgerald
Executive Deputy Secretary of State*

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