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**IN WITNESS WHEREOF**, this Certificate of Incorporation which restates, integrate and amends the provisions of the Original Certificate of Incorporation of the Corporation, and which has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, has been executed by an authorized officer of the Corporation this 27<sup>th</sup> day of September, 2006.

NEW BLACKROCK, INC.

By: /s/ Daniel Waltcher

Name: Daniel Waltcher

Title: Managing Director and  
Deputy General Counsel