

FD500004855Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

FOREIGN PROFIT QUALIFICATION

SMU ACQUISITION CORP.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. SMU Acquisition Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-3322769

(FEI number, if applicable)

4. August 15, 2005

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o Equinox Capital, Inc., 41 West Putnam Avenue, Greenwich, CT 06830

(Principal office address)

c/o Equinox Capital, Inc., 41 West Putnam Avenue, Greenwich, CT 06830

(Current mailing address)

8. Business management for educational institutions

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

Cynthia L. Harris
as its agent

By: Cynthia L. Harris

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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DIVISION OF CORPORATIONS

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A. DIRECTORSChairman: Steven C. RodgerAddress: 623 Lake Avenue
Greenwich, CT 06830

Vice Chairman: _____

Address: _____

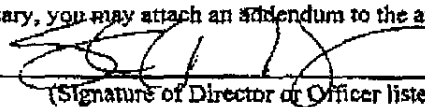
Director: John I. WechslerAddress: 159 Bedford Road
Greenwich, CT 06831

Director: _____

Address: _____

B. OFFICERSPresident: Steven C. RodgerAddress: 623 Lake Avenue, Greenwich, CT 06830Vice President: none

Address: _____

Secretary: John I. WechslerAddress: 159 Bedford Road, Greenwich, CT 06831Treasurer: Steven C. RodgerAddress: 623 Lake Avenue, Greenwich, CT 06830FILED
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DIVISION OF CORPORATIONS
05 AUG 18 AM 9:54**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. 
(Signature of Director or Officer listed in number 12 of the application)14. Steven C. Rodger, President
(Typed or printed name and capacity of person signing application)

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Delaware

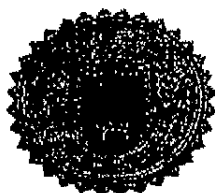
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMU ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF AUGUST, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SMU ACQUISITION CORP." WAS INCORPORATED ON THE FIFTEENTH DAY OF AUGUST, A.D. 2005.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4100377

DATE. 08-18-05

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