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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

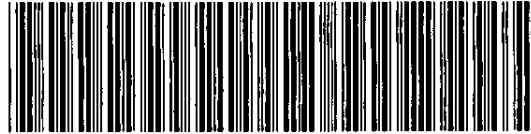
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2010 DEC 13 PM 1:46
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SUFFICIENCY OF FILING

FILED
2010 DEC 13 AM 8:05
SEC. OF STATE
TALLAHASSEE, FLORIDA

J. Shivers DEC 14 2010



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 604319 7177039

AUTHORIZATION :

COST LIMIT : \$ 70.00

Spuddean

ORDER DATE : December 9, 2010

ORDER TIME : 12:56 PM

ORDER NO. : 604319-005

CUSTOMER NO: 7177039

FOREIGN FILINGS

NAME: FLSUB-76, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER: _____

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 SEC OF STATE
 TALLAHASSEE, FL 32310

FLSB

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. FLSUB-76, Inc.
(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 3. 24-4185226
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 04, 2010 5. Perpetual
(Date of incorporation) (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. Suite 100, 3023 HSBC Way Fort Mill, SC 29707
(Principal office address)
Suite 100, PO Box 241448, Charlotte, NC 282241448
(Current mailing address)

8. Human Resource and Payroll Services To engage in any act or activity for which corporations may be organized.
(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, Florida 32301
(City) (Zip code)

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ALL HASSEET, FLORIDA

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
By: [Signature] Jeanine Reynolds as its agent
(Registered agent's signature)
Assistant Vice President

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:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Ward E Harkness
(Signature of Director or Officer listed in number 12 of the application)

14. Ward E Harkness, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization.

FLSUB-76, Inc.

List of Officers

Name: Carl W Guidice Jr **Title:** President
Bus. Addr.: 3023 HSBC Way, Suite 100, Fort Mill, SC 29707

Name: Gilbert E Aleman **Title:** Vice President
Bus. Addr.: 3023 HSBC Way, Suite 100, Fort Mill, SC 29707

Name: Michael W Willson **Title:** Sec/Treas
Bus. Addr.: 3023 HSBC Way, Suite 100, Fort Mill, SC 29707

Name: Ward E Harkness **Title:** Asst Sec
Bus. Addr.: 3023 HSBC Way, Suite 100, Fort Mill, SC 29707

Name: Joseph F Woodruff III **Title:** Asst Treas
Bus. Addr.: 3023 HSBC Way, Suite 100, Fort Mill, SC 29707

List of Directors

Name: Carl W Guidice Jr **Term:** Dec 31, 2012
Bus. Addr.: 3023 HSBC Way, Suite 100, Fort Mill, SC 29707

Name: Anthony M Danon **Term:** Dec 31, 2012
Bus. Addr.: 3023 HSBC Way, Suite 100, Fort Mill, SC 29707

Name: Marc A Utay **Term:** Dec 31, 2012
Bus. Addr.: 110 E 59th St, Suite 2100, New York, NY 10022

Name: Eric D Kogan **Term:** Dec 31, 2012
Bus. Addr.: 110 E 59th St, Suite 2100, New York, NY 10022

Name: Jonathan M Haas **Term:** Dec 31, 2012
Bus. Addr.: 110 E 59th St, Suite 2100, New York, NY 10022

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STATE OF FLORIDA
TALLAHASSEE, FL 32301

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLSUB-76, INC." 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 NINTH DAY OF DECEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FLSUB-76, INC." WAS INCORPORATED ON THE FOURTH DAY OF OCTOBER, A.D. 2010.

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

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SECRETARY OF STATE
DELAWARE

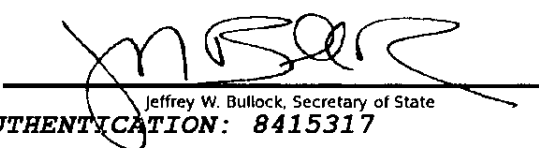
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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8415317

DATE: 12-09-10