

CT CORPORATION

# FO 2000002880

CORPORATION(S) NAME

PwCC US Holdings, Inc.

FILED  
02 JUN -7 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BK

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RECEIVED  
02 JUN -7 AM 11:21  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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|--|---|---|
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| <input type="checkbox"/> Nonprofit           |   |   |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

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Availability \_\_\_\_\_  
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Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

6/7/02

Order#: 5390516

BK

Ref#: \_\_\_\_\_ kf

300005725729--8  
-06/07/02--01049--022  
Amount: \$ \*\*\*\*\*70.00 \*\*\*\*\*70.00

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**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. PwCC US Holdings, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 04-3665180  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 05/17/2002 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 11 Madison Ave. 18th Floor, New York, NY 10010  
(Principal office address)

same

(Current mailing address)

8. All lawful activities including, but not limited to, consulting.  
(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 or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(City) (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.*

By: 

C T Corporation System

Jonathan R. Giddings  
Assistant Secretary

(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:

SEE ATTACHED

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: \_\_\_\_\_

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. Ronald B. Hauben

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RONALD B. HAUBEN, VP

(Typed or printed name and capacity of person signing application)

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02 JUN -7 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Attachment to Florida  
Application By Foreign Corporation for Authorization to Transact Business In Florida  
**Officers & Directors**

1. Full Name: Ronald B. Hauben  
Officer/Director: Officer, Director  
Officer's Title: Vice President, Treasurer and Secretary  
Director's Title: Other Director  
Business Address: 11 Madison Ave. 18th Floor  
City: New York  
State: NY  
ZIP Code: 10010
2. Full Name: Ellenore O' Hanrahan  
Officer/Director: Officer, Director  
Officer's Title: Vice President  
Director's Title: Other Director  
Business Address: 11 Madison Ave. 18th Floor  
City: New York  
State: NY  
ZIP Code: 10010
3. Full Name: Gregory J. Peterson  
Officer/Director: Officer  
Officer's Title: President  
Business Address: 11 Madison Ave. 18th Floor  
City: New York  
State: NY  
ZIP Code: 10010
4. Full Name: Samuel P. Starr  
Officer/Director: Officer  
Officer's Title: Vice President  
Business Address: 11 Madison Ave. 18th Floor  
City: New York  
State: NY  
ZIP Code: 10010

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# Delaware

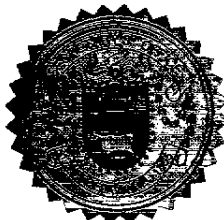
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PWCC US HOLDINGS, 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 THIRD DAY OF JUNE, A.D. 2002.

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

FILED  
02 JUN -7 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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020354780

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1809467

DATE: 06-03-02