

To: FL Dept. of State
Subject: 000715.46046

From: Katie Wonsch

Tuesday, December 27, 2005 12:03 PM Page: 1 of 4

F05000007486

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000292219 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

05 DEC 27 AM 8:59
05 DEC 27 PM 12:52
RECEIVED
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

FILED
12/27/06

FOREIGN PROFIT QUALIFICATION

TRANZSUBCO II CORP.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

4

H05000292219 3

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSMIT
BUSINESS IN FLORIDA**

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

1. Tranzsubco II 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. 20-2697011

(FEI number, if applicable)

4. April 8, 2005

(Date of incorporation)

5. Perpetual

(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. 2200 Fletcher Avenue, 4th Floor, Fort Lee, NJ 07024

(Principal office address)

2200 Fletcher Avenue, 4th Floor, Fort Lee, NJ 07024

(Current mailing address)

8. Marketing services

(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: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

Weston

(City)

, Florida 33331

(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.*

NRAI Services, Inc.

By: [Signature]

(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:

H05000292219 3

FILED
05 DEC 27 AM 8:59
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

H05000292219 3

A. DIRECTORS

Chairman: Marc V. Byron

Address: 2200 Fletcher Avenue, 4th Floor, Fort Lee, NJ 07024

Vice Chairman: N/A

Address: _____

Director: Burce A. Eatroff

Address: 2200 Fletcher Avenue, 4th Floor, Fort Lee, NJ 07024

Director: Kenneth J. Hanau

Address: 2200 Fletcher Avenue, 4th Floor, Fort Lee, NJ 07024

B. OFFICERS

President: David R. Graf

Address: 2200 Fletcher Avenue, 4th Floor, Fort Lee, NJ 07024

Vice President: David E. Byron

Address: 2200 Fletcher Avenue, 4th Floor, Fort Lee, NJ 07024

Secretary: David E. Byron

Address: 2200 Fletcher Avenue, 4th Floor, Fort Lee, NJ 07024

Treasurer: Lawrence G. Lundgren

Address: 2200 Fletcher Avenue, 4th Floor, Fort Lee, NJ 07024

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

13. David Byron
(Signature of Director or Officer listed in number 12 of the application)

14. David E. Byron, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

FILED
05 DEC 27 AM 8:59
RECEIVED
FLORIDA
DEPARTMENT OF STATE

H05000292219 3

Delaware

H05000292219 3

PAGE 1

The First State

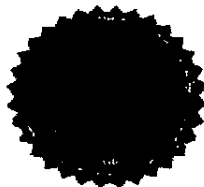
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRANZSUBCO II CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TRANZSUBCO II CORP." WAS INCORPORATED ON THE EIGHTH DAY OF APRIL, A.D. 2005.

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

3952449 8300

050963210



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4324041

DATE: 11-28-05

FILED
05 DEC 27 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H05000292219 3