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CT CORP

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**FOREIGN PROFIT/NONPROFIT CORPORATION**

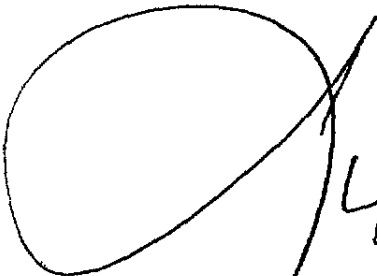
**PPTS GM Corp.**

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4/27/05

# 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. PPTS GM 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. applied for  
(FEI number, if applicable)
4. 04/21/06  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 383 Madison Avenue, New York, New York 10179  
(Principal office address)  
383 Madison Avenue, New York, New York 10179  
(Current mailing address)
8. See Attached  
(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: 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.*

Sandra Ortega, Assistant Secretary of CT Corporation System

By: 

(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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**Purpose Clause**

**The purpose for which the corporation is qualified is to engage in any lawful act or activity for which corporations may be qualified under Florida statute no. 607-1503.**

**A. DIRECTORS**Chairman: See Attached.

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

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

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

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

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

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

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

**B. OFFICERS**President: See Attached.

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

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

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

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

13. \_\_\_\_\_

(Signature of Director or Officer listed in number 13 of the application)

14. John M. Gifford, President

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

**Directors and Officers**

**Directors:**

**Paul M. Friedman  
John M. Garzone**

**Officers**

**Thomas F. Marano  
John M. Garzone  
Paul M. Friedman  
Marc Toscano  
Jeffrey M. Farber  
Robert Janukowicz  
Joseph T. Jurkowski  
Jr.**

**Title**

**Chief Executive Officer  
President  
Senior Vice President  
Secretary  
Controller  
Tax Director  
Assistant Secretary**

***All of the above directors and officers are at the following business address:***

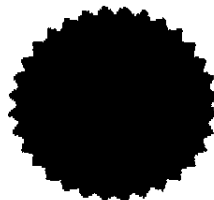
***383 Madison Avenue, New York, New York 10179***

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PPTS GM 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-FOURTH DAY OF APRIL, A.D. 2006.



4146602 8300  
060374597

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4687807

DATE: 04-24-06