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From:

Account Name : C T CORPORATION SYSTEM
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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

PPTS QU Corp.

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04/28

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.

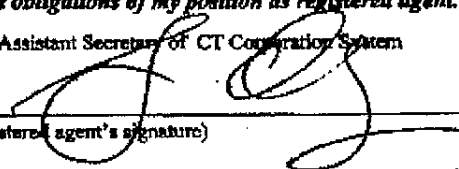
1. PPTS QU Corp.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(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. 04/24/06
(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: CT 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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 TALLAHASSEE, FLORIDA

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. DIRECTORSChairman: 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 the application listing additional officers and/or directors.13. _____
(Signature of Director or Officer listed in number 12 of the application)14. John M. Chismore, 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

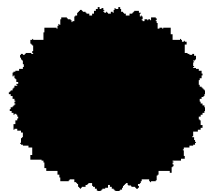
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PPTS QU 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.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

4146973 8300

AUTHENTICATION: 4690218

060377307

DATE: 04-24-06