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## FOREIGN PROFIT/NONPROFIT CORPORATION

## OEP Holding Corporation

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**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. OEP Holding Corporation**

(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. 36-4476432**

(FEI number, if applicable)

**4. November 15, 2001**

(Date of incorporation)

**5. perpetual**

(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. 320 Park Avenue, Floor 18, New York, NY 10022**

(Principal office address)

**320 Park Avenue, Floor 18, New York, NY 10022**

(Current mailing address)

**8. Provides capital to its two subsidiaries, OEP LLC and OEP II LP, and they make private equity investments.**

(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.*

**CT Corporation System**

By: 

(Registered agent's signature)

**Sohan R. Dindyal**  
**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:**

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**A. DIRECTORS**

Chairman: See attached list

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

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

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

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

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

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

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

**B. OFFICERS**

President: See attached list

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. Judah A. Shechter

(Signature of Director or Officer listed in number 12 of the application)

14. Judah A. Shechter, Vice President and Secretary

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

## OEP HOLDING CORPORATION

### Directors and Officers

#### Directors

Richard M. Cashin -	320 Park Avenue, New York, NY 10022
Ina R. Drew -	270 Park Avenue, New York, NY 10017
Franklin W. Hobbs -	320 Park Avenue, New York, NY 10022
Jay Mandelbaum -	270 Park Avenue, New York, NY 10017
Heidi G. Miller -	270 Park Avenue, New York, NY 10017
Jacques Nasser -	100 Bloomfield Hills Pkwy, Bloomfield Hills, MI 48304
Robert S. Rubin -	320 Park Avenue, New York, NY 10022
Richard W. Smith -	320 Park Avenue, New York, NY 10022
Christopher von Hugo -	Taunusanlage, Floor 5, Frankfurt 60325, Germany

#### Officers

Richard M. Cashin, President -	320 Park Avenue, New York, NY 10022
Erin E. Hill, CFO & Treasurer -	320 Park Avenue, New York, NY 10022
Christian PR Ahrens, Managing Dir -	320 Park Avenue, New York, NY 10022
Charles F. Auster, Managing Dir -	320 Park Avenue, New York, NY 10022
Gregory A. Belinfanti, Managing Dir -	320 Park Avenue, New York, NY 10022
Kenneth C. Brown, Managing Dir -	8151 West Peters Road, Plantation, FL 33324
James B. Cherry, Managing Dir -	10 South Dearborn, Chicago, IL 60603
Colin M. Farmer, Managing Dir -	320 Park Avenue, New York, NY 10022
Lee Gardner, Managing Dir -	100 Bloomfield Hills Pkwy, Bloomfield Hills, MI 48304
David Han, Managing Dir -	320 Park Avenue, New York, NY 10022
Andrew J. Gessow, Managing Dir -	320 Park Avenue, New York, NY 10022
Thomas J. Kichler, Managing Dir -	10 South Dearborn, Chicago, IL 60603
James W. Koven, Managing Dir -	320 Park Avenue, New York, NY 10022
Joseph G. Michels, Managing Dir -	320 Park Avenue, New York, NY 10022
Jacques Nasser, Managing Dir -	100 Bloomfield Hills Pkwy., Bloomfield Hills, MI 48304
Michael G. O'Hara, Managing Dir -	320 Park Avenue, New York, NY 10022
Robert S. Rubin, Managing Dir -	320 Park Avenue, New York, NY 10022
Daniel Selmonosky, Managing Dir -	320 Park Avenue, New York, NY 10022
Tarek N. Shoeb, Managing Dir -	320 Park Avenue, New York, NY 10022
Richard W. Smith, Managing Dir -	320 Park Avenue, New York, NY 10022
David A. Walsh, Managing Dir -	320 Park Avenue, New York, NY 10022
William H. Wangerin, Managing Dir -	10 South Dearborn, Chicago, IL 60603
✓ Judah A. Shechter, VP & Secretary -	270 Park Avenue, New York, NY 10017
Theodora Stojka, Vice President -	10 South Dearborn, Chicago, IL 60603
Adam Mukamal, Vice President -	1 Chase Manhattan Plaza, New York, NY 10005
Jessica Marion, Vice President -	10 South Dearborn, Chicago, IL 60603
Colleen Hartung, Vice President -	10 South Dearborn, Chicago, IL 60603
James C.P. Berry, Asst. Secretary -	4 Chase Metrotech Center, Brooklyn, NY 11245
Elizabeth DeGuzman, Asst. Secretary -	270 Park Avenue, New York, NY 10017

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OSP HOLDING CORPORATION" 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 SEVENTEENTH DAY OF SEPTEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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07 SEP 17 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6002524

DATE: 09-17-07