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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 OCT 10 A 11:28

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FOREIGN PROFIT/NONPROFIT CORPORATION

Wabash Intermediate Holding Corp.

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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. WABASH INTERMEDIATE HOLDING 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. 26-0792396

(FEI number, if applicable)

4. August 10, 2007

(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. 1104 West Maple Road, Troy, Michigan 48084-5352

(Principal office address)

1104 West Maple Road, Troy, Michigan 48084-5352

(Current mailing address)

8. Any and all lawful purposes.

(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

(City)

Florida 33324

(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.

Connie Bryan

**CONNIE BRYAN
SPECIAL 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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS SEE ATTACHED DIRECTOR DETAIL

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE ATTACHED OFFICER DETAIL

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

14. Mark Hajdich, Vice President & Assistant Secretary
(Typed or printed name and capacity of person signing application)

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WABASH INTERMEDIATE HOLDING CORPORATION
DIRECTORS AND OFFICERS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIRECTORS:

<u>Name:</u>	<u>Address:</u>
Michael Gillen	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486
Douglas Werking	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486
Mark Simon	1104 West Maple Road, Troy, MI 48084

OFFICERS:

Address for following officers: 1104 West Maple Road, Troy, MI 48084

<u>Name:</u>	<u>Title:</u>
Mark Simon	CEO and President
Nicholas Truyens	CFO, Secretary and Treasurer

Address for following officers: 5200 Town Center Circle, Suite 600, Boca Raton, FL 33486

<u>Name:</u>	<u>Title:</u>
Michael Gillen	Vice President
Douglas Werking	Vice President & Asst. Secretary
Michael J. McConvery	Vice President & Asst. Secretary
Mark Hajduch	Vice President & Asst. Secretary
Melissa Klafter	Vice President & Asst. Treasurer

Address for following officers: 375 Park Avenue, Suite 1302, New York, NY 10152

<u>Name:</u>	<u>Title:</u>
Gary Talarico	Vice President
David Blechman	Vice President & Asst. Secretary

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WABASH INTERMEDIATE HOLDING 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 NINTH DAY OF OCTOBER, A.D. 2007.

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

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6058498

DATE: 10-09-07