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Florida Department of State
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TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

OLD UGC, INC.

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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. Old UGC, Inc.

(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. 84-1116217

(FEI number, if applicable)

4. May 30, 1989

(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. 101 E. Kennedy Blvd., Suite 3300, Tampa, FL 33602

(Principal office address)

101 E. Kennedy Blvd., Suite 3300, Tampa, FL 33602

(Current mailing address)

8. To engage in any lawful activity for which a corporation may be organized in DE

(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: Dustin Hebrank

Office Address: 101 E. Kennedy Blvd., Suite 3300

Tampa

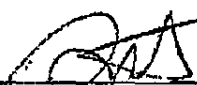
(City)

, Florida 33602

(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.


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

A. DIRECTORS

Chairman: Donald RussellAddress: 101 E. Kennedy Blvd., Suite 3300
Tampa, FL 33602Vice Chairman: None

Address: _____

Director: Dustin HebrankAddress: 101 E. Kennedy Blvd., Suite 3300
Tampa, FL 33602Director: John BabbAddress: 12300 Liberty Blvd.
Englewood, CO 80112 (also see attached)

B. OFFICERS

President: Donald RussellAddress: 101 E. Kennedy Blvd., Suite 3300
Tampa, FL 33602Vice President: None

Address: _____

Secretary: Dustin HebrankAddress: 101 E. Kennedy Blvd., Suite 3300, Tampa, FL 33602Treasurer: None

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. Dustin Hebrank

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

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A. DIRECTORS of Old UGC, Inc. (continued)

Director: Elizabeth Markowski
Address: 12300 Liberty Blvd.
Englewood, CO 80112

Director: Anthony Morro
Address: 885 Third Ave, 34th Floor
New York, NY

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OLD UGC, INC." 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 SECOND DAY OF JANUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OLD UGC, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF MAY, A.D. 1989.

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

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6276731

DATE: 01-02-08