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DIVISION OF CORPORATION

FOREIGN PROFIT/NONPROFIT CORPORATION

Transurban (USA) Inc.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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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. Transurban (USA) 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 - 1688048

(FBI number, if applicable)

4. July 11, 2005

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Has not transacted business in Florida as of the date of filing this application.

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 565 Fifth Avenue, 18th Floor, New York, NY 10017

(Principal office address)

565 Fifth Avenue, 18th Floor, New York, NY 10017

(Current mailing address)

8. The purpose is to engage in any lawful act or activity for which corporations may be organized.

(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.

C T Corporation System

By: [Signature] (Registered agent's signature)

Arlene Bernal - Assistant Secretary

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: Ken Daley (as Director)  
Address: 565 Fifth Avenue, 18th Floor, New York, NY 10017

Vice Chairman: Michael Kulper (as Director)  
Address: 565 Fifth Avenue, 18th Floor, New York, NY 10017

Director: Paul Geoffrey Bennett O'Shea  
Address: 565 Fifth Avenue, 18th Floor, New York, NY 10017

Director: James Christopher Brant  
Address: 565 Fifth Avenue, 18th Floor, New York, NY 10017

**B. OFFICERS**

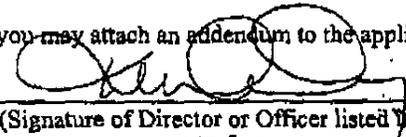
President: Ken Daley  
Address: 565 Fifth Avenue, 18th Floor, New York, NY 10017

Vice President: Michael Kulper  
Address: 565 Fifth Avenue, 18th Floor, New York, NY 10017

Secretary: Paul Geoffrey Bennett O'Shea  
Address: 565 Fifth Avenue, 18th Floor, New York, NY 10017

Treasurer: James Christopher Brant  
Address: 565 Fifth Avenue, 18th Floor, New York, NY 10017

**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. **Kenneth Daley**  
**President**  
(Typed or printed name and capacity of person signing application)

# Delaware

*The First State*

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PAGE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRANSURBAN (USA) 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 THIRTEENTH DAY OF MAY, A.D. 2008.

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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080540447

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6587648

DATE: 05-13-08