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Florida Department of State
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FOREIGN PROFIT/NONPROFIT CORPORATION

P/S Partner Solutions, Ltd. Inc.

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J 6/12/08

**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. P/S PARTNER SOLUTIONS, LTD. 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 3. 26-0133574
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JULY 21, 2005 5. PERPETUAL
 (Date of incorporation) (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. 560 LEXINGTON AVENUE, 15th FLOOR NEW YORK, NEW YORK 10022
 (Principal office address)

560 LEXINGTON AVENUE, 15th FLOOR NEW YORK, NEW YORK 10022
 (Current mailing address)

8. COMPUTER SERVICES
 (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: 
 (Registered agent's signature)

Melissa Fox
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: STEVEN SHAW
Address: 560 LEXINGTON AVENUE, 15th FLOOR
NEW YORK, NEW YORK 10022

Vice Chairman: HOWARD B. WEINREICH
Address: 560 LEXINGTON AVENUE, 15th FLOOR
NEW YORK, NEW YORK 10022

Director: JACK EGAN
Address: 560 LEXINGTON AVENUE, 15th FLOOR
NEW YORK, NEW YORK 10022

Director: _____
Address: _____

B. OFFICERS

President: LARRY KAYLOR
Address: 560 LEXINGTON AVENUE, 15th FLOOR
NEW YORK, NEW YORK 10022

Vice President: STEVEN SHAW, JACK EGAN, DANIEL FISCHBERG, HOWARD B. WEINREICH & LUDWIG M. GUARINO
Address: 560 LEXINGTON AVENUE, 15th FLOOR
NEW YORK, NEW YORK 10022

Secretary: HOWARD B. WEINREICH
Address: 560 LEXINGTON AVENUE, 15th FLOOR NEW YORK, NEW YORK 10022

Treasurer: LUDWIG M. GUARINO
Address: 560 LEXINGTON AVENUE, 15th FLOOR NEW YORK, NEW YORK 10022

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Daniel Fischberg*
(Signature of Director or Officer listed in number 12 of the application)
14. DANIEL FISCHBERG, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "P/S PARTNER SOLUTIONS, LTD." 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 FOURTH DAY OF JUNE, A.D. 2008.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "P/S PARTNER SOLUTIONS, LTD." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF JULY, A.D. 2005.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6634408

DATE: 06-04-08