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FOREIGN PROFIT/NONPROFIT CORPORATION

OIPV ACQUISITION CORPORATION

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TALLAHASSEE, FLORIDA

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80-08-9
2008

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. OIPV Acquisition Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Int.," "Co." or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. September 27, 2007 5. perpetual
(Date of incorporation) (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. 3250 Mary Street, Suite 301-K, Coconut Grove, Florida 33133-5232
(Principal office address)
3250 Mary Street, Suite 301-K, Coconut Grove, Florida 33133-5232
(Current mailing address)

8. Merger and acquisition company
(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: Jeffrey Rabin
Office Address: 3250 Mary Street, Suite 301-K
Coconut Grove, Florida 33133-5232
(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.



Jeffrey Rabin (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: Julian Eaton

Address: 99 High Street, 7th Floor, Boston, MA 02110

Vice Chairman: _____

Address: _____

Director: Robert Beuret

Address: 99 High Street, 7th Floor, Boston, MA 02110

Director: _____

Address: _____

B. OFFICERS

President: Julian Eaton

Address: 99 High Street, 7th Floor, Boston, MA 02110

Vice President: Robert Beuret

Address: 99 High Street, 7th Floor, Boston, MA 02110

Secretary: Julian Eaton

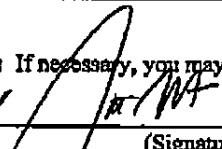
Address: 99 High Street, 7th Floor, Boston, MA 02110

Treasurer: Julian Eaton

Address: 99 High Street, 7th Floor, Boston, MA 02110

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. _____

Robert Beuret, Vice President

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OIPV ACQUISITION 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 NINETEENTH DAY OF JUNE, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OIPV ACQUISITION CORPORATION" WAS INCORPORATED ON THE TWENTY-SIXTH 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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You may verify this certificate online at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6672790

DATE: 06-19-08