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FOREIGN PROFIT/NONPROFIT CORPORATION

Toll Holdings, Inc.

EN 10/14/09

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Help

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 ELORIDA

(Enter name of corporation; must include "INCORPORATED," "COMPANY "CORPORATION," "Inc.," "Corp.," "Inc.," "Inc.," "Corp.," "Inc.," "Inc	Toll Holdings, I	inc.	/
Delaware Suite or country under the law of which it is incorporated) Solid or country under the law of which it is incorporated (Date of Incorporation) (Current mailing address) (Current mailin			COMPANY "CORPORATION,"
Delaware 3. 23-2569047 State or country under the law of which it is incorporated) (Date of Incorporation) (Date of Incorporation exist or "perpetual") (Current mailing address) (Current mailing add	(If namo ynavail	able in Florida, enter alternate corporate name add	opted for the purpose of transacting business in Plorids)
State or country under the law of which it is incorporated) 8/01/1989 (Date of Incorporation) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability) (SO Gibraltur Road, Horsham, PA 19044 (Principal office address) (Current mailing address) (Current mailing address) (Current mailing address) (Purpose(s) of corporation authorized in home state or country to be curried out in state of Florida) Name and street address of Florida registered agent: (P.C. Box MOT acceptable) Name: C.T. Corporation System Tion Address: 1200 South Five laland Road Plantation, (City) (City) (City) (City) Registered agent's acceptance: ving been named as registered agent and to accept service of pracess for the above stated corporation at the plantation in this application, it hereby accept the application at registered agent and agree to act in this capacity there agree to comply with the provisions of all statutes relative to the proper and complete performance of my and it am familiar with and accept the obligations of my position as registered agent. C.T. Corporation System AND J. WILLIAMS Assistant Vice President		23	Y (4)
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By: Assistant Vice President (Registered agent's signance)	ving been nam rignated in this ther agree to c	ed as registered agent und to accept service of application, I hereby accept the appointmen comply with the provisions of all statutes relat	nt as registered agent and agree to act in this capacity. Avoitte the proper and complete performance of my du
	Ву:		
Attached is a certificate of existence duly authentiqued, not more than 90 days prior to delivery of this application	_	(Registered agent's signature)	#·
	Attached is a	certificate of existence duly authentimated not	of hore than 90 days prior to delivery of this application
Department of State, by the Secretary of State or other official having custody of corporate records in the jurisd		State, by the Secretary of State or other offici	ill having custody of corporate records in the jurisd

12. Names and business addresses of officers and/or directors: A. DIRECTORS Chairman: Robert I. Toll Address: 250 Gibraltar Road Horshani, PA 19044 Vice Chairman: _ Address; Director: Zvi Barzilay Address: 250 Gibraltar Road Horsham, PA 19044 Director: Joel H. Rassman Address: 250 Gibraltar Road Horsham, PA 19044 B. OFFICERS President: Zvi Barzilay Address: 250 Gibralter Road Horsham, PA 19044 Vice President: Mark J. Warshauer Address: 250 Gibraltar Road Horsham, PA 19044 Secretary: Michael I. Snyder Address: 250 Gibraltur Road, Horsham, PA 19044 Treasurer: Joel H. Rassman Address: 250 Gibraltar Road, Horsham, PA 19044 NOTE: If necessary, you may attach an addenguous the application listing additional officers and/or directors. (Signature of Director or Officer listed in number 12 of the application)

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

14. Mark J. Warshauer, Vice President

Delaware

PAGE 7

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOLL HOLDINGS, 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 SIXTH DAY OF OCTOBER, A.D. 2009.

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.

O9 OCT 15 PM 3: 17
SECRETISES OF STATE
ALLAHASSEE, FLORIDA

2203715 8300

090912166

You may verify this certificate online at corp.delawars, gov/authvar.shtml

Jeffrey W. Bullock, Secretary of State

OTRENTICATION: 7567351

DATE: 10-06-09