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**FOREIGN PROFIT/NONPROFIT CORPORATION  
CARS-DBSPE5, INC.**

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PS 11/18/11

**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. CARS-DBSPE5, 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. Applying For

(FEI number, if applicable)

4. November 9, 2011

(Date of incorporation)

5. Perpetual

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

6. Upon filing

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

7. 8270 Greensboro Drive, Suite 950, McLean, Virginia 22102

(Principal office address)

8270 Greensboro Drive, Suite 950, McLean, Virginia 22102

(Current mailing address)

8. To act as, and exercise all of the authority of, the sole manager of an LLC.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(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.*

*Becky Peirce*

Becky Peirce  
Assistant Vice President

(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: Not Applicable

Address: \_\_\_\_\_

Director: David LuskiAddress: 8270 Greensboro Drive, Suite 950, McLean, Virginia 22102Director: Brian SummersAddress: 8270 Greensboro Drive, Suite 950, McLean, Virginia 22102Director: Kevin BurnsAddress: 8270 Greensboro Drive, Suite 950, McLean, Virginia 22102**B. OFFICERS**President: Jay M. FerreroAddress: 8270 Greensboro Drive, Suite 950, McLean, Virginia 22102Vice President: Catherine L. PotterAddress: 8270 Greensboro Drive, Suite 950, McLean, Virginia 22102Secretary: John M. WeaverAddress: 8270 Greensboro Drive, Suite 950, McLean, Virginia 22102Treasurer: David S. KayAddress: 8270 Greensboro Drive, Suite 950, McLean, Virginia 22102**\*\*SEE ATTACHED EXHIBIT A FOR ADDITIONAL OFFICERS\*****NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Catherine L. Potter, Vice President, Assistant Secretary and Assistant General Counsel

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

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EXHIBIT A

## Additional Officers of CARS-DBSPE5, INC.:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Jay M. Ferriero	Chief Operating Officer	8270 Greensboro Drive, Suite 950 McLean, Virginia 22102
David S. Kay	Chief Investment Officer, Chief Financial Officer and Executive Vice President	8270 Greensboro Drive, Suite 950 McLean, Virginia 22102
Catherine L. Potter	Assistant Secretary and Assistant General Counsel	8270 Greensboro Drive, Suite 950 McLean, Virginia 22102
Michael Sodo	Assistant Secretary	8270 Greensboro Drive, Suite 950 McLean, Virginia 22102
John M. Weaver	Chief Risk Officer, General Counsel and Executive Vice President	8270 Greensboro Drive, Suite 950 McLean, Virginia 22102
David Luski	Senior Vice President	8270 Greensboro Drive, Suite 950 McLean, Virginia 22102
Brian T. Summers	Senior Vice President	8270 Greensboro Drive, Suite 950 McLean, Virginia 22102
Jean Marie Apruzzese	Senior Vice President	8270 Greensboro Drive, Suite 950 McLean, Virginia 22102

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARS-DBSPE5, 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 TENTH DAY OF NOVEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CARS-DBSPE5, INC." WAS INCORPORATED ON THE NINTH DAY OF NOVEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9149969

DATE: 11-10-11