

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

Macquarie Holdings (USA) Inc.

☒ Profit	☐ Amendment	☐ Merger
☐ Nonprofit		
☒ Foreign	☐ Dissolution/Withdrawal	☐ Mark
	☐ Reinstatement	
☐ Limited Partnership	☐ Annual Report	☐ Other
☐ LLC	☐ Name Registration	☐ Change of RA
	☐ Fictitious Name	☐ UCC
☐ Certified Copy	☐ Photocopies	☐ CUS
☐ Call When Ready	☐ Call If Problem	☐ After 4:30
☒ Walk In	☐ Will Wait	☒ Pick Up
☐ Mail Out		

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W.P. Verifier _____

12/08/98

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

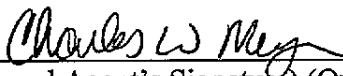
**APPLICATION BY FOREIGN CORPORATION
FOR
AUTHORIZATION TO TRANSACT BUSINESS
IN
FLORIDA**

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. The name of the corporation is: Macquarie Holdings (USA) Inc.
2. The company was incorporated under the laws of the State of Delaware.
3. The company's Federal Identification Number is 13-3789912.
4. The date of the company's incorporation is August 14, 1994.
5. The company's existence is perpetual.
6. The company has not yet transacted business in Florida. *not done*
7. The company's address is: 600 Fifth Avenue, 21st Floor, New York, New York 10020.
8. The purpose of the company is to engage in any lawful act or activity for which a corporation may be organized under Delaware law and, to the extent permissible, the company intends to engage in the same activities in the State of Florida.
9. The name and street address of the Florida Registered Agent is: CT Corporation System c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.
10. Registered Agent 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 obligation of my position as registered agent.

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TALLAHASSEE FLORIDA

CT CORPORATION SYSTEM


(Registered Agent's Signature) (Officer)

CHARLES W. MEYER
SPECIAL ASST. SECRETARY

(Type Name and Title of Officer)

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. The names and addresses of officers and/or directors:

A. DIRECTORS:

Director: Mark Bennett
Address: 600 Fifth Avenue, 21st Floor, New York, New York 10020

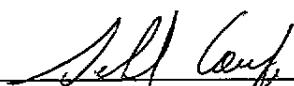
Director: Richard Jenkins
Address: 600 Fifth Avenue, 21st Floor, New York, New York 10020

Director: Angus Murray
Address: 600 Fifth Avenue, 21st Floor, New York, New York 10020

B. OFFICERS:

President: Angus Murray
Address: 600 Fifth Avenue, 21st Floor, New York, New York 10020

Secretary/
Treasurer: Gabriel Carifi
Address: 600 Fifth Avenue, 21st Floor, New York, New York 10020

By: 
Gabriel Carifi, Secretary/Treasurer

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MACQUARIE HOLDINGS (U.S.A.) 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 FIRST DAY OF DECEMBER, A.D. 1998.

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.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9431089

DATE:

12-01-98

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TALLAHASSEE, FLORIDA