



# MO20000343

ACCOUNT NO. : 072100000032

REFERENCE : 592144 4803290

AUTHORIZATION :

COST LIMIT : \$ 155.00

FILED  
02 MAY 28 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : May 22, 2002

ORDER TIME : 9:46 AM

ORDER NO. : 592144-005

300005620923--9

CUSTOMER NO: 4803290

CUSTOMER: Ms. Stephanie Dinkes  
Kramer Levin Naftalis &  
919 Third Avenue

New York, NY 10022-3903

RECEIVED  
02 MAY 28 AM 10:35  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: DC OUTSOURCING (OPERATING SUB)  
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

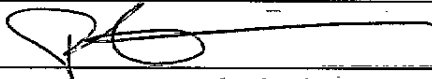
CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: \_\_\_\_\_

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. DC Outsourcing (Operating Sub) LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. None  
(FEI number, if applicable)
4. November 13, 2000  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Not transacting business in Florida  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1633 Broadway  
New York, NY 10019  
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☐
9. The name and usual business addresses of the managing members or managers are as follows:  
See attached.
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: engaging in any business or activity which may lawfully be conducted by limited liability companies organized under the Delaware Limited Liability Company Act

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Robert Graham, Treasurer

Typed or printed name of signee

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

DC Outsourcing (Operating Sub) LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company  
(Name)

1201 Hays Street  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301  
(City/State/Zip)

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

  
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

**DC Outsourcing (Operating Sub) LLC Officers**

President:

Marc Schwarz

1633 Broadway

New York, New York, 10019

Treasurer:

Robert Graham

1633 Broadway

New York, New York, 10019

Secretary:

Richard Murray

1633 Broadway

New York, New York, 10019

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TALLAHASSEE, FLORIDA

# Delaware

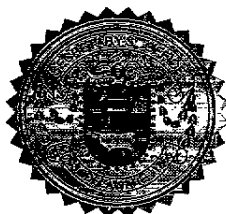
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DC OUTSOURCING (OPERATIONG SUB) LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF MAY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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02 MAY 28 PM 12:57  
DEPARTMENT OF STATE  
HALLMARKS, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3314724 8300

AUTHENTICATION: 1781996..

020315532

DATE: 05-16-02