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03 OCT 10 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032

REFERENCE : 276054 4804708

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 155.00

FILED  
03 OCT 10 AM 9:08  
STATE OF FLORIDA  
TALLAHASSEE

ORDER DATE : October 10, 2003

ORDER TIME : 3:27 PM

ORDER NO. : 276054-005

CUSTOMER NO: 4804708

CUSTOMER: Jack W. Fritz  
Seward & Kissel Llp  
21st Floor  
One Battery Park Plaza  
New York, NY 10004

FOREIGN FILINGS

NAME: CG COMPASS (USA) 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: Darlene Ward -- EXT# 1135

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. CG Compass (USA) LLC

(Name of foreign limited liability company)

2. Delaware

(Jurisdiction under the law of which foreign limited liability  
company is organized)

3

36-4540705

(FBI number, if applicable)

4. October 1, 2003

(Date of Organization)

5

Perpetual

(Duration: Year limited liability company will cease to exist  
or "perpetual")

6. October of 2003 is the estimated date that business transactions will begin.

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 126 East 56th Street, 19th Floor, New York, NY 10022

(Street address of principal office)

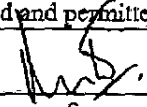
8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

Compass Group Holdings, LLC - 126 East 56th Street, 19th Floor, New York, NY 10022

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: To engage in any and all lawful  
business activities as provided and permitted by the state of Florida.

  
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.)

Anil L. Crasto

Typed or printed name of signee

**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

FILED  
OCT 24 9 08  
TALLAHASSEE  
FLORIDA

1. The name of the Limited Company is:

CG Compass (USA) 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

*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 appointments 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 for in Chapter 608, F.S..*

*And Shelling*  
(Signature)

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

# Delaware

## *The First State*

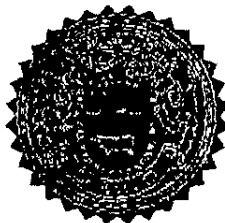
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CG COMPASS (USA) LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CG COMPASS (USA) LLC" WAS FORMED ON THE FIRST DAY OF OCTOBER, A.D. 2003.

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

3710720 8300

030654296



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary & 684250

DATE: 10-10-03