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B. KOHR
SEP 27 2010
EXAMINER

CSC.

CORPORATION SERVICE COMPANY®

ACCOUNT NO. : I20000000195

REFERENCE : 522152 7422788

AUTHORIZATION : [signature]

COST LIMIT : $ 155.00

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ORDER DATE : September 27, 2010

ORDER TIME : 1:32 PM

ORDER NO. : 522152-005

CUSTOMER NO: 7422788

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FOREIGN FILINGS

NAME: DBM LUXEMBOURG FINANCE SARL, 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: Doreen Wallace -- EXT# 2928

EXAMINER: __________

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

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

1. DBM Luxembourg Finance S.A.R.L., LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

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

3. 
( FEI number, if applicable)

4. 9/02/2010
(Date of Organization)

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

6. not applicable
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 560A, rue de Neudorf
L-2220 Luxembourg
(Street Address of Principal Office)

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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:
Christophe Fender, 23 rue des Bruyeres, 1274-Howald, Luxembourg; Luc Sunnen, 23 rue des Bruyeres, 1274-Howald, Luxembourg; Pamela M. Jones, 258 Southhall Ln., #450, Maitland, FL 32751; J. Todd King, 258 Southhall Lane, #450, Maitland, FL 32751

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 provide maintenance and management services related to intercompany investments and receivables.

Pamela M. Jones

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.)

Pamela M. Jones
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.

1. The name of the Limited Liability Company is:

DBM Luxembourg Finance S.A.R.L., LLC

If name unavailable, the alternate name to be used in the state of Florida is:

______________________________

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 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, Florida Statutes.*

Corporation Service Company
BY: Doreen Wallace
(Signature)

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

DEPARTEMENT TRADUCTIONS EURO TRADUC LUXEMBOURG

eurotraduc
société de traduction

# CERTIFIED TRANSLATION

THE ORIGINAL AND THE TRANSLATION BEAR THE SAME NUMBER
201737

**The undersigned Luc PETRY, sworn translator registered with the Higher Court of Justice of and in Luxembourg, hereby certifies having verified the present translation with a French - English translator.**

Page 1 of 7.
24/09/2010



eurotraduc
société de traduction
1, rue Louvigny
L-1946 Luxembourg
Tél. 47 46 76
Fax: 46 19 20
info@eurotraduc.lu

Luc PETRY
Traducteur - Interprète
assermenté
à la Cour Supérieure de Justice
à Luxembourg

Registre de Commerce
et des Sociétés
Luxembourg

# EXTRAIT

DBM Luxembourg Finance S.à r.l.

**Numéro d'immatriculation :** B 155223
**Date d'immatriculation/d'inscription :** 02/09/2010

**Dénomination(s) ou raison(s) sociale(s) :**
DBM Luxembourg Finance S.à r.l.

**Forme juridique :** Société à responsabilité limitée

**Siège social :**
560A, rue de Neudorf
L - 2220 Luxembourg

**Indication de l'objet social :** La Société a pour objet la prise de participations, tant au Luxembourg qu'à l'étranger, dans d'autres sociétés ou entreprises sous quelque forme que ce soit et la gestion de ces participations. La Société pourra en particulier acquérir par souscription, achat, et échange ou de toute autre manière tous titres, actions et autres valeurs de participation, incluant sans limitation, des obligations, tout instrument de dette, créances, certificats de dépôt, des unités de trust et en général toute valeur ou instruments financiers émis par toute entité publique ou privée, y compris des sociétés de personnes. Elle pourra participer dans la création, le développement, la gestion et le contrôle de toute société ou entreprise. Elle pourra en outre investir dans l'acquisition et la gestion d'un portefeuille de brevets ou d'autres droits de propriété intellectuelle de quelque nature ou origine que ce soit. La Société pourra emprunter sous quelque forme que ce soit à l'exception d'un emprunt public. Elle peut procéder, par voie de placement privé, à l'émission de parts et d'obligations et d'autres titres représentatifs d'emprunts et/ou de créances incluant, sans limitation, l'émission de « PECS » et des « warrants », et ce convertibles ou non. (*)

**Capital social / fonds social :**

Montant : 89.331.653 CAD

Etat de libération: Entièrement libéré

**Date de constitution** : 31/08/2010

**Durée :**
Illimitée

**Exercice social :**
Par exception, l'exercice social ayant débuté en date du 31/08/2010 se terminera en date du 30/11/2010.
Du: 01/12 au: 30/11

**Associé(s) :**



Adresse postale: L-2961 Luxembourg Tél (+352) 26 428-1 Fax (+352) 26 42 85 55 www.rcsl.lu
RCSL G.I.E. R.C.S Luxembourg C24 Siège et guichets: Centre administratif Pierre Werner, 13, rue Erasmo L-1468 Luxembourg

Dénomination ou raison sociale : Drake Beam Morin, Inc.
Forme juridique : Inc.
Pays : Etats Unis d'Amérique
Numéro d'immatriculation : 0711516
Nom du registre : State of Delaware, Division of Corporations
Siège social de la personne morale :
2711, Centerville Road, étage Suite 400, USA - DE 19808 Wilmington
Parts détenues : 89.331.653 parts sociales

## Administrateur(s)/gérant(s) :

Régime de signature statutaire : Envers les tiers, la Société est valablement engagée par la signature de son gérant unique ou, en cas de pluralité de gérants, par la signature conjointe de deux gérants. Dans l'éventualité où deux catégories de gérants sont créées, la Société sera obligatoirement engagée par la signature conjointe d'un Gérant de catégorie A et d'un Gérant de catégorie B.

Organe : Conseil de gérance

Nom : Fender Prénom(s) : Christophe
Fonction . Gérant de catégorie B
Adresse privée ou professionnelle de la personne physique :
23, rue des Bruyères, L - 1274 Howald
Durée du mandat : Indéterminée     Date de nomination : 31/08/2010

Nom : Sunnen Prénom(s) : Luc
Fonction : Gérant de catégorie B
Adresse privée ou professionnelle de la personne physique :
23, rue des Bruyères, L - 1274 Howald
Durée du mandat : Indéterminée     Date de nomination : 31/08/2010

Nom : Jones Prénom(s) : Pamela M.
Fonction : Gérant de catégorie A
Adresse privée ou professionnelle de la personne physique :
258, Southhall Lane, étage Suite 450, USA - Maitland, Floride
Durée du mandat : Indéterminée     Date de nomination : 31/08/2010

Nom : King Prénom(s) : Todd
Fonction : Gérant de catégorie A
Adresse privée ou professionnelle de la personne physique :
258, Southhall Lane, étage Suite 450, USA - Maitland, Floride
Durée du mandat : Indéterminée     Date de nomination : 31/08/2010

(*) Extrait de l'inscription : Pour le détail prière de se reporter au dossier.

**Pour extrait conforme (¹)**

**Luxembourg, le 20/09/2010**

**Le gestionnaire du registre de commerce et des sociétés (²)**

¹ En application de l'article 21 paragraphe 2 de la loi modifiée du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises et l'article 21 du règlement grand-ducal modifié du 23 janvier 2003 portant exécution de la loi du 19 décembre 2002, le présent extrait reprend au moins la situation à jour des données communiquées au registre de commerce et des sociétés jusqu'à trois jours avant la date d'émission dudit extrait. Si une modification a été notifiée au registre de commerce et des sociétés entre temps, il se peut qu'elle n'ait pas été prise en compte lors de l'émission de l'extrait.

² Le présent extrait est établi et signé électroniquement.
Le gestionnaire du registre de commerce et des sociétés ne garantit l'authenticité de l'origine et l'intégrité des informations contenues sur le présent extrait par rapport aux informations inscrites au registre de commerce et des sociétés que si le présent extrait comporte une signature électronique émise par le gestionnaire du registre de commerce et des sociétés.

RC001

**LUXEMBOURG**
**TRADE AND COMPANIES**
**REGISTER**

**ABSTRACT**

**DBM LUXEMBOURG FINANCE S.à r.l.**

**Registration n° B 155223**
**Registration date:** 2 September 2010

**Company name(s):**
DBM Luxembourg Finance S.à r.l.

**Legal form:** a limited liability company (i.e., a *société à responsabilité limitée*)

**Registered Office:**
560A, rue de Neudorf in L-2220 Luxembourg

**Corporate Purpose:** The corporate purpose of the Company is the taking of participating interests both in Luxembourg and abroad in other companies and enterprises and in any form whatsoever as well as the management of such participating interests. The Company may in particular acquire by way of subscription, purchase and exchange or in any other way all and any securities, shares and other participating securities, inclusive without limitation of bonds, all and any debt instruments, debts receivable, deposit certificates, trust units and in general all and any securities or financial instruments issued by any public or private entity, inclusive of private companies. It may take part in the setting up, development, management and control of any company or enterprise. It may moreover invest in the acquisition and management of a portfolio made up of patents or other intellectual property rights of any origin or kind whatsoever. The Company may borrow in any form to the exception of any public loan. It may by way of private investment proceed to issue units, bonds and other securities representing borrowings and/or debts, inclusive without limitation the issue of PECS and warrants whether or not convertible. (*)

**Corporate Capital:**

Amount: CAD 89,331,653.-

Payment: paid up in full

**Date of incorporation:** 31st August 2010

**Duration:** unlimited

**Financial year:** The financial year begun on 31st August 2010 shall exceptionally end on 30 November 2010. From 1st December to 30 November of each calendar year

**Partner(s):**
Corporate name: Drake Beam Morin, Inc.
Legal form: Inc
Country: United States of America
Registration number: 0711516
Register: Delaware State, Division of Corporations
Legal person's registered office:
2711 Centerville Road, Suite 400 in DE 19808 Wilmington, USA
Number of shares held: 89,331,653 corporate shares

**Director(s)/Managing Director(s):**
Statutory signature regime: towards third parties, the Company shall be validly bound by the individual signature of its sole Managing Director or, where there are several, by the joint signatures of any two Managing Directors. Where two classes of Managing Directors are created, the Company shall be bound by the mandatory joint signatures of a Class A Managing Director and of a Class B Managing Director.

Corporate body: Board of Management

Last name: FENDER - First name(s): Christophe
Position: Class B Managing Director
Natural person's private or professional address:
23, rue des Bruyères in L-1274 Howald
Period of office: indeterminate – Appointment date: 31st August 2010

Last name: SUNNEN - First name(s): Luc
Position: Class B Managing Director
Natural person's private or professional address:
23, rue des Bruyères in L-1274 Howald
Period of office: indeterminate – Appointment date: 31st August 2010

Last name: JONES - First name(s): Pamela M.
Position: Class A Managing Director
Natural person's private or professional address:
258 Southhall Lane, Suite 450 in Maitland, Florida, USA
Period of office: indeterminate - Appointment date: 31st August 2010

Last name: KING - First name(s): Todd
Position: Class A Managing Director
Natural person's private or professional address:
258 Southhall Lane, Suite 450 in Maitland, Florida, USA
Period of office: indeterminate – Appointment date: 31st August 2010

(*) Abstract of record; for additional detail please refer to the dossier.

**Certified true abstract** [1]

**Luxembourg, 20 September 2010**

**the Manager, Luxembourg Trade and Companies Register** [2]

(1) By application of Article 21 paragraph 2 of the law of 19 December 2002 on the Trade and Companies Register as well as the accounting and annual accounts of companies and Article 21 of the Grand Ducal Regulation of 23 January 2003 decreeing the application of the law of 19 December 2002, the present abstract shows at the least the updated situation of the data communicated to the Trade and Companies Register up to three days prior to the date of issue of the said abstract. If a modification has in the meantime been notified to the Trade and Companies Register, it may be that it was not yet taken into account at the time of issue of the abstract.

(2) The present abstract is electronically established and signed.

The Manager of the Trade and Companies Register guarantees the authenticity of the origin and the integrity of the data recorded on the present abstract with regard to those recorded at the Trade and Companies Register only if the said present abstract comprises an electronic signature issued by the Manager of the Trade and Companies Register.