

To: FL Dept. of State
Subject: 0009.1075
Division of Corporations

From: Katie Wonsch

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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FLORIDA PROFIT/NON PROFIT CORPORATION

BEN MERGER SUB, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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**ARTICLES OF INCORPORATION
OF**

BEN MERGER SUB, INC.

ARTICLE I

The name of the corporation is BEN MERGER SUB, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and mailing address of the Corporation is c/o Apax Partners, L.P., 601 Lexington Avenue, New York, New York 10022.

ARTICLE III

The purpose for which the corporation is organized to transact any lawful business.

ARTICLE IV

This Corporation shall have the authority to issue One Hundred (100) shares of Common Stock having a par value of \$0.01 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V

The street address of the Corporation's initial registered office is 515 East Park Avenue, Tallahassee, FL 32301 and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.
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The number of directors constituting the initial Board of Directors is two, and the names and addresses of the members of the initial Board of Directors who will serve as the Corporation's directors until their successors are duly elected and qualified are:

Mitch Truwit
c/o Apax Partners, L.P.
601 Lexington Avenue
New York, New York 10022

Christian Stahl
c/o Apax Partners, L.P.
601 Lexington Avenue
New York, New York 10022

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ARTICLE VII

The name of the Incorporator is Esther Forbes and the address of the Incorporator is One S.E. Third Avenue, 25th Floor, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 1st day of July, 2009.



Esther Forbes, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of BEN MERGER SUB, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 17th day of July, 2009.

CorpDirect Agents, Inc.
Registered Agent

By: Katie Wonsch

Name: Katie Wonsch

Title: Assistant Secretary

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