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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

(Business Entity Name)

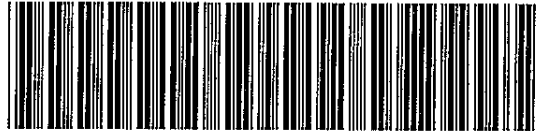
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06 JAN 12 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Accuity Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Gary Fitlin

(Name of Person)

Accuity Inc.

(Firm/Company)

55 Broadway, 10th Floor

(Address)

New York, NY 10006

(City/State and Zip code)

For further information concerning this matter, please call:

Deji Komolafe

(Name of Person)

at (212) 803-8906

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**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. Accuity Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. DECEMBER 1, 2005

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. DECEMBER 29, 2005

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. One State Street Plaza, 27th Floor New York, NY 10004

(Principal office address)

55 Broadway, 10th Floor New York, NY 10006

(Current mailing address)

8. Any and all lawful business in which corporations may engage under Delaware law.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301-2525

(City)

(Zip code)

10. Registered agent's 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 obligations of my position as registered agent.

Carol Dolor

(Registered agent's signature)

Carol Dolor, Asst. V.P.

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. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: PLEASE SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: James M. Malkin

Address: One State Street Plaza, 27th Floor
New York, NY 10004

Vice President: William Johnston

Address: One State Street Plaza, 27th Floor
New York, NY 10004

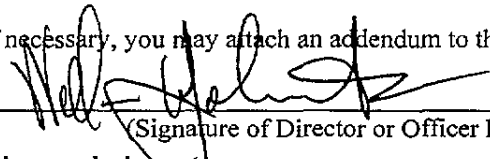
Secretary: _____

Address: _____

Treasurer: William Johnston

Address: One State Street Plaza, 27th Floor New York, NY 10004

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. William Johnston Treasurer AND CFO
(Typed or printed name and capacity of person signing application)

Accuity Inc.

Incorporation : Delaware
Entity Type: Corporation
Federal ID#: 41-2189625

Directors

Christopher O'Brien **Director**
Primary Address: Investcorp International Inc.
280 Park Avenue
New York, NY 10017

Sean Madden **Director**
Primary Address: Investcorp International Inc.
280 Park Avenue
New York, NY 10017

Jon Mattson **Director**
Primary Address: Investcorp International Inc.
280 Park Avenue
New York, NY 10017

Dr. Arnold R. Bahlmann **Director**
Primary Address: Investcorp International Inc.
280 Park Avenue
New York, NY 10017

Martin Maleska **Director**
Primary Address: Investcorp International Inc.
280 Park Avenue
New York, NY 10017

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TALLAHASSEE, FLORIDA

Delaware

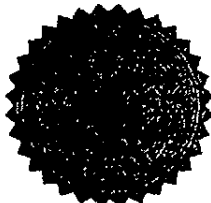
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ACCUITY INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 2005, AT 5:24 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

FILED
06 JAN 12 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4336295

DATE: 12-01-05