





CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 939075 4338256  
AUTHORIZATION : *[Handwritten Signature]*  
COST LIMIT : \$ 70.00

ORDER DATE : December 26, 2013  
ORDER TIME : 8:30 AM  
ORDER NO. : 939075-005  
CUSTOMER NO: 4338256

FOREIGN FILINGS

NAME: FP THREE CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 52951

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

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.

13 DEC 26 AM 8:09  
SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS

1. FP Three Corp.

(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.

(FEI number, if applicable)

4. February 22, 1994

(Date of incorporation)

5. Perpetual

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

6.

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

7. c/o General Motors Investment Management Corporation, 1345 Ave of the Americas, 20th Fl, NY, NY 10105

(Principal office address)

c/o General Motors Investment Management Corporation, 1345 Ave of the Americas, 20th Fl, NY, NY 10105

(Current mailing address)

8. Real estate holding company

(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  
(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.

Corporation Service Company

By:     Jacqueline N. Casper     Jacqueline N. Casper, Assistant VP  
(Registered agent's signature)

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: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: Z. Jamie Behar

Address: c/o General Motors Investment Management Corporation, 1345 Ave of the Americas, 20th Fl, NY, NY 10105

Director: Frank Ruzbarsky

Address: c/o General Motors Investment Management Corporation, 1345 Ave of the Americas, 20th Fl, NY, NY 10105

**B. OFFICERS**

President: Z. Jamie Behar

Address: c/o General Motors Investment Management Corporation, 1345 Ave of the Americas, 20th Fl, NY, NY 10105

Vice President: Frank Ruzbarsky

Address: c/o General Motors Investment Management Corporation, 1345 Ave of the Americas, 20th Fl, NY, NY 10105


Secretary: Frank Ruzbarsky

Address: c/o General Motors Investment Management Corporation, 1345 Ave of the Americas, 20th Fl, NY, NY 10105

Treasurer: Frank Ruzbarsky

Address: c/o General Motors Investment Management Corporation, 1345 Ave of the Americas, 20th Fl, NY, NY 10105

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

13.    
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Z. Jamie Behar, President  
(Typed or printed name and capacity of person signing application)

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FP THREE CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FP THREE CORP." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 1994.

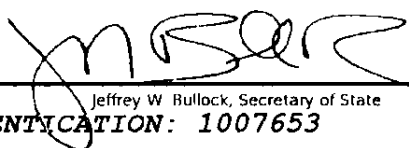
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1007653

DATE: 12-23-13