

State of Idaho

Office of the Secretary of State

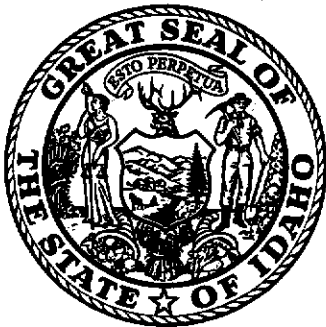
**CERTIFICATE OF AUTHORITY
OF
CENTREPOINT MARKETPLACE L.L.C.**

File Number W-107862

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: October 27, 2011



Ben Yursa

SECRETARY OF STATE

By

Dinda Corbus



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

11 OCT 27 AM 8:37

SECRETARY OF STATE STATE OF IDAHO

1. The name of the limited liability company is:

CENTREPOINT MARKETPLACE LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: UTAH

4. The name and complete street address of the registered agent in Idaho is: Brent R. White, 1485 Pole Line Road East, Twin Falls, ID 83301

5. The street and mailing address of the limited liability company's principal office is: 2733 East Parleys Way, Suite 300, Salt Lake City, UT 84109

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is: 2733 East Parleys Way, Suite 300, Salt Lake City, UT 84109

Mailing Address, if different

7. The name and mailing address of at least one member or manager: Woodbury Strategic Partners Fund LP, 2733 East Parleys Way, Ste 300, Salt Lake City, UT 84109

8. The mailing address for future correspondence: 2733 East Parleys Way, Suite 300, Salt Lake City, UT 84109

9. Signature of a manager, member or authorized person. see attached

Signature

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE 10/27/2011 05:00 CK: 300 CT: 263672 DH: 1295820 1 @ 100.00 = 100.00 REGFORGLLC # 2

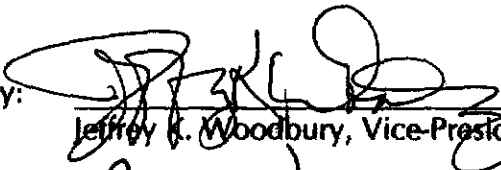
W107862

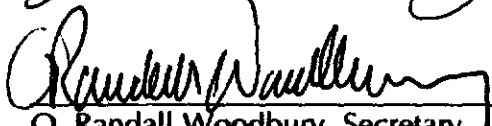
**WOODBURY STRATEGIC PARTNERS FUND, L.P.,
a Delaware limited partnership**

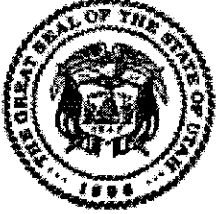
**By: WSP TRUFFLES L.L.C., a Delaware limited liability company,
its General Partner**

**By: WOODBURY STRATEGIC PARTNERS MANAGEMENT
L.L.C., a Utah limited liability company, its Manager**

**By: WOODBURY CORPORATION, a Utah
corporation, its Manager**

By: 
Jeffrey K. Woodbury, Vice-President

By: 
O. Randall Woodbury, Secretary



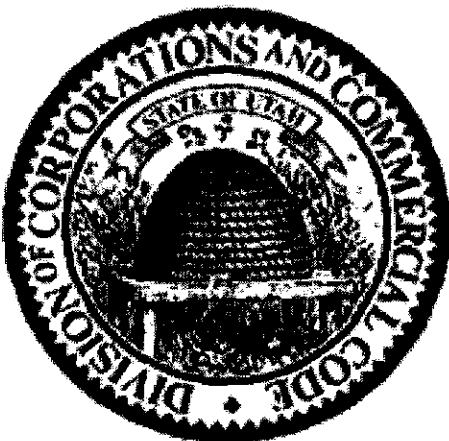
Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, PO Box 146705
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

07/27/2010
7738512-016007272010-1687425

CERTIFICATE OF EXISTENCE

Registration Number: 7738512-0160
Business Name: CENTREPOINT MARKETPLACE L.L.C.
Registered Date: July 22, 2010
Entity Type: LLC - Domestic
Current Status: Good Standing

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division (unless Delinquent); and, that Articles of Dissolution have not been filed.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code