



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

08 DEC 15 AM 11:04

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

MLIC Asset Holdings 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: Delaware

4. The name and complete street address of the registered agent in Idaho is:

CT Corporation System

1111 West Jefferson, Suite 530, Boise, Idaho 83702

5. The street and mailing address of the limited liability company's principal office in Idaho is:

None

Street Address

Mailing Address, if different

6. The street and mailing addresses of the limited liability company's office in the jurisdiction under whose laws it is organized is:

c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

GA Holdings Corp.

10 Park Avenue, Morristown, New Jersey 07962

8. Signature of an authorized person:

Authorized Signature

GA Holdings Corp., by Mark H. Wilsmann, Vice President

Typed Name

Secretary of State use only

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Revised 07/2008

IDAHO SECRETARY OF STATE
12/15/2008 05:00
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Delaware

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The First State

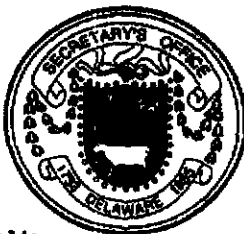
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MLIC ASSET HOLDINGS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF DECEMBER, A.D. 2008.

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

2952249 8300

081193644

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7023101

DATE: 12-15-08