

State of Idaho

Office of the Secretary of State

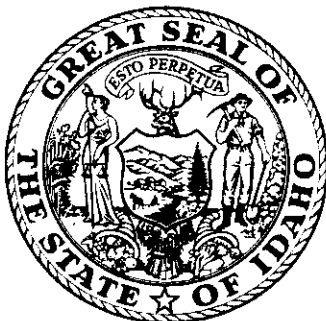
**CERTIFICATE OF AUTHORITY
OF
INTEGRO USA INC.**

File Number C 160249

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 Business Corporation 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: 4 May 2005



Ben Yursa

SECRETARY OF STATE

By *Kristin All*

202



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

05 MAY -4 PM 3: 04

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is:
Integro USA Inc.
- The name which it shall use in Idaho is: _____
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 03/30/2005
- The address of its principal office is:
230 Park Avenue, 10th Floor, New York, NY 10169
- The address to which correspondence should be addressed, if different from item 5, is: _____
- The street address of its registered office in Idaho is: c/o C T Corporation System, 300 North 6th Street, Boise, ID 83702
and its registered agent in Idaho at that address is: C T Corporation System
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>John Clements</u>	<u>Secretary/Director</u>	<u>230 Park Avenue, 10th Floor, New York, NY 10169</u>
<u>Peter Garvey</u>	<u>President</u>	<u>230 Park Avenue, 10th Floor, New York, NY 10169</u>
<u>Roger Egan</u>	<u>Chief Executive Officer</u>	<u>230 Park Avenue, 10th Floor, New York, NY 10169</u>
<u>Joseph Salerno</u>	<u>Chief Financial Officer</u>	<u>230 Park Avenue, 10th Floor, New York, NY 10169</u>
_____	_____	_____
_____	_____	_____

Dated: 4/28/2005Signature: John ClementsTyped Name: John ClementsCapacity: Secretary

Customer Acct # : _____

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

ID020 - 9/4/2002 C T Filing Manager Online

IDAHO SECRETARY OF STATE
05/04/2005 05:00
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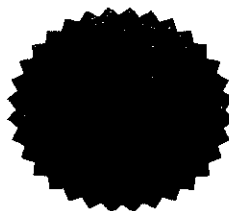
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTEGRO USA INC." 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 THIRD DAY OF MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INTEGRO USA INC." WAS INCORPORATED ON THE THIRTIETH DAY OF MARCH, A.D. 2005.

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050359255



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3854218

DATE: 05-03-05