

State of Idaho

Office of the Secretary of State

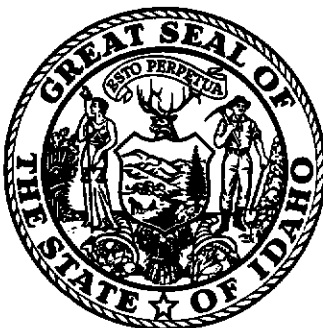
**CERTIFICATE OF AUTHORITY
OF
TALASCEND, LLC**

File Number W 95059

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: July 22, 2010



Ben Yursa

SECRETARY OF STATE

By 



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

10 JUL 22 PM 3:09

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Talascend, 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:

C T Corporation System

1111 West Jefferson, Suite 530, Boise, Idaho 83702

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

5700 Crooks Road, Northfield Plaza II, Suite 450, Troy, MI 48098

Street Address

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:

SEE ATTACHMENT

Street Address

5700 Crooks Road, Northfield Plaza II, Suite 450, Troy, MI 48098

Mailing Address, if different

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

Ron Wood

5700 Crooks Road, Northfield Plaza II, Suite 450, Troy, MI 48098

8. The mailing address for future correspondence:

5700 Crooks Road, Northfield Plaza II, Suite 450, Troy, MI 48098

9. Signature of an authorized person:


Authorized Signature

Ron Wood, Manager

Typed Name

Secretary of State use only

W 95059

IDAHO SECRETARY OF STATE
07/22/2010 05:00
CK: 19385 CT: 20168 BH: 1231748
1 @ 100.00 = 100.00 REGFORGLLC #

Attachment to Idaho
Address of the Home State Office
c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street,
Wilmington, DE 19801

Member/Manager Information

- | | | |
|---|-------------------|-----------------------------------------------------|
| 1 | Full Name: | Bruce Sholk |
| | Member/Manager: | Manager |
| | Business Address: | 5700 Crooks Road, Northfield Plaza II, Suite
450 |
| | City: | Troy |
| | State: | MI |
| | Zip Code: | 48098 |
| 2 | Full Name: | Maureen Wood |
| | Member/Manager: | Manager |
| | Business Address: | 5700 Crooks Road, Northfield Plaza II, Suite
450 |
| | City: | Troy |
| | State: | MI |
| | Zip Code: | 48098 |

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TALASCEND, 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 TWENTY-FIRST DAY OF JULY, A.D. 2010.

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

3488652 8300

100759826

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8125415

DATE: 07-21-10