



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

09 FEB 27 AM 11:01

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

The Management Compensation Group/Southeast, 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: Georgia

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

CT Corporation System 1111 West Jefferson Ste 530
Boise ID 83702

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

c/o CT Corporation System, 1111 West Jefferson, Suite 530, Boise, ID 83702

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:

3445 Peachtree Rd NE Suite 200, Atlanta, GA 30326-1156

Street Address

Mailing Address, if different

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

Kenneth Felts - Member

3445 Peachtree Rd NE Suite 200, Atlanta, GA 30326-1156

8. Signature of an authorized person:

K Felts
Authorized Signature

Kenneth Felts

Typed Name

Secretary of State use only

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Revised 07/2008

IDAHO SECRETARY OF STATE
02/27/2009 05:00
CK: 94894 CT: 20160 IN: 1158956
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1 @ 20.00 = 20.00 EXPEDITE C # 3

W81818

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

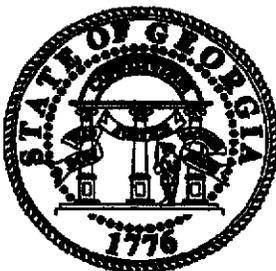
THE MANAGEMENT COMPENSATION GROUP/SOUTHEAST, LLC

Domestic Limited Liability Company

was formed or was authorized to transact business on 11/04/2008 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 13th day of January, 2009

A handwritten signature in cursive script that reads 'Karen C Handel'.

Karen C Handel
Secretary of State