

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: **United States of America**
This public document
2. has been signed by **Norman Goodman**
3. acting in the capacity of **County Clerk**
4. bears the seal/stamp of the county of **New York**

Certified

5. At New York, New York
6. the 22nd day of October 2009
7. by Special Deputy Secretary of State, State of New York
8. No. NYC-10400214B
9. Seal/Stamp
10. Signature



A handwritten signature in black ink, reading "James Bizzarri".

James Bizzarri
Special Deputy Secretary of State

AFFIDAVIT

DATE: October 21, 2009

I, Rashad Wareh, state that the foregoing is a true original of the Certificate of Good Standing for Rainy Day Holdings LLC, that I have in my possession.


SIGNATURE

STATE OF NEW YORK }
COUNTY OF NEW YORK }
New York }
New York }

Sworn to before me this 21st day of October, 2009.


NOTARY PUBLIC


GLADYS IRIZARRY
Notary Public, State of New York
No. 011R6135890, Bronx County
Certificate filed in N.Y. County
Term Expires: October 24, 2009

State of New York }
County of New York }
CLERK }
CLERK }

738376 Form 1

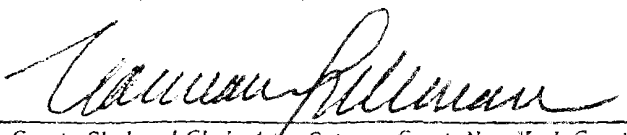
I, NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the State of New York, in and for the County of New York, a Court of Record, having by law a seal,

DO HEREBY CERTIFY pursuant to the Executive Law of the State of New York, that


whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and I believe that such signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal this

OCT 22 2009
FEE PAID \$3.00


County Clerk and Clerk of the Supreme Court, New York County

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAINY DAY 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 TWENTY-FIRST DAY OF OCTOBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RAINY DAY HOLDINGS LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2002.

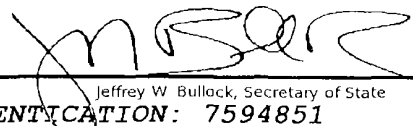
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



3608283 8300

090951730

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7594851

DATE: 10-21-09