

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "UPPER KEYS INVESTMENT COMPANY LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF FEBRUARY, A.D. 2010, AT 4:52 O'CLOCK P.M.



4790179 810

100164952

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7824223

DATE: 02-19-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:52 PM 02/18/2010
FILED 04:52 PM 02/18/2010
SRV 100164952 - 4790179 FILE

CERTIFICATE OF FORMATION

OF

Upper Keys Investment Company LLC

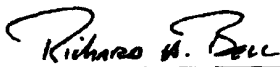
(A Delaware Limited Liability Company)

LLC

First: The name of the limited liability company is: Upper Keys Investment Company

Second: Its registered office in the State of Delaware is located at 16192 Coastal Highway, Lewes, Delaware 19958, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

IN WITNESS WHEREOF, I Richard H. Bell, being fully authorized to execute and file this document have signed below and executed this Certificate of Formation on this 18th day of February, 2010.



Harvard Business Services, Inc.
By: Richard H. Bell, Organizer

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America

This public document:

2. has been signed by Jeffrey W. Bullock

3. acting in the capacity of Secretary of State of Delaware

4. bears the seal/stamp of Office of Secretary of State

Certified

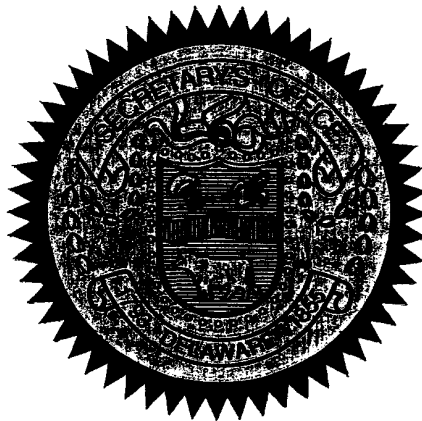
5. at Dover, Delaware

6. the ninth day of December, A.D. 2009

7. by Secretary of State, Delaware Department of State

8. No. 0402287

9. Seal/Stamp:



10. Signature:


Secretary of State

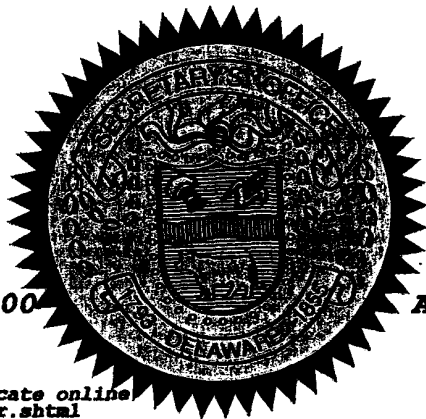
Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UPPER NEW YORK INVESTMENT COMPANY 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 NINTH DAY OF DECEMBER, A.D. 2009.

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



4528292 8300

091083407

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7687666

DATE: 12-09-09

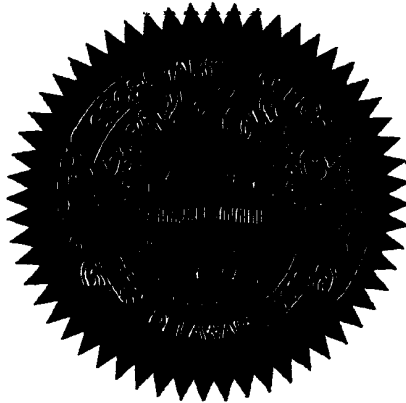
Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America
2. This public document:
Has been signed by Jeffrey W. Bullock
3. acting in the capacity of Secretary of State of Delaware
4. bears the seal/stamp of Office of Secretary of State

Certified

5. at Dover, Delaware
6. the nineteenth day of February, A.D. 2010
7. By Secretary of State, Delaware Department of State
8. No. 0407279
9. Seal/Stamp:
10. Signature:




Secretary of State