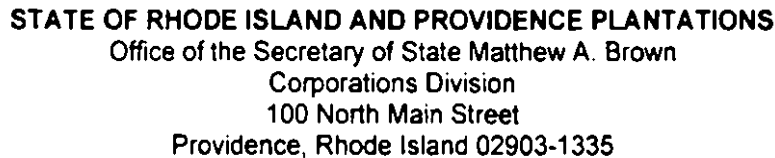


ID Number: 147767



APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

1. The name of the corporation is Integro USA Inc.
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island.*
Integro USA Inc.
 - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

7 The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:

See Attached

00638-5 ARII:01

59
FILED
MAY 05 2005
BY *[Signature]* 65095

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1000	Common	None	\$0.01

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1000	Common	None	\$0.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.0000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.0000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 136000000.0000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 500000.0000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.37% % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 4/28/2005

Peter Garvey

John Clements

Integro USA Inc.

Print Exact Name of Corporation Making Application

By

☒ President or ☐ Vice President (check one)

By

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Connecticut
COUNTY OF Fairfield

In Connecticut, on this 28th day of April, 2005, before me personally appeared John Clements who, being duly sworn, declared that he/she is the Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Notary Public

My Commission Expires:

3-31-08

Attachment to Rhode Island
Officers & Directors

1. Full Name: John Clements
Officer/Director: Officer, Director
Officer's Title: Secretary
Business Address: 230 Park Avenue, 10th Floor
City: New York
State: NY
ZIP Code: 10169
2. Full Name: Peter Garvey
Officer/Director: Officer
Officer's Title: President
Business Address: 230 Park Avenue, 10th Floor
City: New York
State: NY
ZIP Code: 10169
3. Full Name: Roger Egan
Officer/Director: Officer
Officer's Title: Chief Executive Officer
Business Address: 230 Park Avenue, 10th Floor
City: New York
State: NY
ZIP Code: 10169
4. Full Name: Joseph Salerno
Officer/Director: Officer
Officer's Title: Chief Financial Officer
Business Address: 230 Park Avenue, 10th Floor
City: New York
State: NY
ZIP Code: 10169

Attachment to Rhode Island

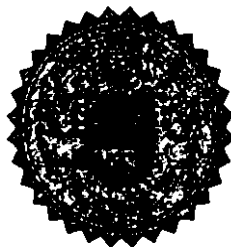
Insurance brokerage, agency and related activities.

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "INTEGRO USA INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 2005, AT 1:28 O'CLOCK P.M.



3944174 8100

050359255

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3854216

DATE: 05-03-05