

**CERTIFICATE OF INCORPORATION**

**OF**

**070615000**

**554**

**GREEN ACQUISITION CAPITAL, INC.**

**UNDER SECTION 402 OF THE BUSINESS CORPORATION LAW**

The undersigned, for the purpose of forming a corporation under the Business Corporation Law of the State of New York, certifies:

**FIRST:** The name of the corporation is "Green Acquisition Capital, Inc."

**SECOND:** This corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

**THIRD:** The county, within this state, in which the office of the corporation is to be located is New York County.

**FOURTH:** The aggregate number of shares which the corporation shall have the authority to issue is one hundred (100) shares of common stock with the par value of \$0.01 each.

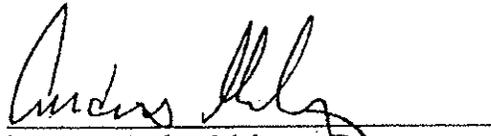
**FIFTH:** No director of the corporation shall be personally liable to the corporation or its shareholders for damages for any breach of duty as a director, provided that nothing contained in this Article Fifth shall eliminate or limit the liability of any director if a judgment or other final adjudication adverse to the director establishes that the director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that the director personally gained in fact a financial profit or other advantage to which the director was not legally entitled or that the director's acts violated Section 719 of the Business Corporation Law. If the Business Corporation Law is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Business Corporation Law, as so amended. No repeal or modification of this Article Fifth shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such repeal or modification.

**SIXTH:** The secretary of state is designated as agent of the corporation upon whom process against the corporation may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

c/o Uría Menéndez, Grace Building, 1114 Ave. of the Americas, 34th Floor, New York,  
New York 10036

**SEVENTH:** The name and street address in this state of the registered agent upon whom process against the corporation may be served is National Registered Agents, Inc., 875 Avenue of the Americas, Suite 501, New York, New York, 10001.

**IN WITNESS WHEREOF** the undersigned, a natural person over the age of eighteen years, subscribes this Certificate and affirms the same as true under the penalties of perjury this 14<sup>th</sup> day of June, 2007.



Name: Anders Moberg, *incorporator*  
Address: c/o Milbank, Tweed, Hadley & McCloy LLP  
One Chase Manhattan Plaza  
New York, New York 10005