

Form 205
(Revised 01/06)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: \$300



Certificate of Formation
Limited Liability Company

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

JUL 02 2007

Corporations Section

The filing entity being formed is a limited liability company. The name of the entity is:

Saxon IP Holdings, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

C T Corporation System

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name	M.I.	Last Name	Suffix
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C. The business address of the registered agent and the registered office address is:

350 N. St. Paul Street	Dallas	TX	75201
Street Address	City	State	Zip Code

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

NAME OF GOVERNING PERSON (Enter the name of either an individual or an organization)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Saxon Holdings, LLC				
Organization Name				
ADDRESS OF GOVERNING PERSON				
485 Madison Avenue	New York	NY	USA	10022
Street or Mailing Address	City	State	Country	Zip Code

RECEIVED
JUL 02 2007
Secretary of State

IF INDIVIDUAL				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
<hr/>				
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

IF INDIVIDUAL				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
<hr/>				
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

The name and address of the organizer:

Miranda L. Brewer, Paralegal, Pepper Hamilton, LLP

Name

1313 N. Market St., Box 1709

Street or Mailing Address

Wilmington

City

DE 19899-1709


State Zip Code

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: July 2, 2007



Signature of organizer