

Goodwin Procter LLP

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CERTIFICATE OF FORMATION

OF

[_____]

[_____] date [_____]

The undersigned, being an authorized person of [_____], and desiring to form a limited liability company under the Delaware Limited Liability Company Act, Chapter 18, Title 6, Delaware Code, Section 18-101 et seq. (the “**Act**”), hereby certifies pursuant to Section 18-201(a) of the Act, as follows:

1. Name of Limited Liability Company. The name of the limited liability company (the “**Company**”) is: [_____].

2. Registered Office and Agent. The address of the Company’s registered office in the State of Delaware is: The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The name and address of the Company’s registered agent for service of process are: The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.

This Certificate of Formation was duly executed in accordance with and is being filed pursuant to the provisions of Section 18-201 of the Act.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of [_____] as of the date first above written.

Name: [_____]
Title: Authorized Person