

State of Delaware - Division of Corporations

DOCUMENT FILING SHEET

FAX

Priority 1
(One hr)

Priority 2
(Two Hr.)

Priority 3
(Same Day)

Priority 4
(24 Hour)

Priority 5
(Must Approval)

Priority 6
(Reg. Approval)

Priority 7
(Reg. Work)

DATE SUBMITTED _____

REQUESTOR NAME Corporation Service Company

FILE DATE 3/30/06

ADDRESS 2711 Centerville Road, Suite 400
Wilmington, DE 19808

FILE TIME _____

ATTN. Mary Ann Brzoska Ext. 3378

PHONE 302-636-5401

NAME of COMPANY/ENTITY Jovian Management Co. Holdings, LLC

060301890
SRV NUMBER

41345810
FILE NUMBER

9000014
FILER'S NUMBER

RESERVATION NO. _____

TYPE OF DOCUMENT Formation

DOCUMENT CODE 18-201

CHANGE of NAME _____ CHANGE of AGENT/OFFICE _____ CHANGE OF STOCK _____

CORPORATIONS		
FRANCHISE TAX	YEAR _____	\$ _____
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COMMENTS/FILING INSTRUCTIONS
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INSTRUCTIONS
1. Fully shade in the required Priority square using a dark pencil or marker, staying within the square.
2. Each request must be submitted as a separate item, with its own Filing sheet as the FIRST PAGE.

CERTIFICATE OF FORMATION

OF

Jovian Management Co. Holdings, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts of amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is

Jovian Management Co. Holdings, LLC

SECOND: The address of the Company's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle and the name of the registered agent at that address is Corporation Service Company.

THIRD: The Company shall have perpetual existence, unless earlier dissolved pursuant to the Act, this Certificate of Formation, or the limited liability company agreement among its members.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on the 30th day of March, 2006.

s/s Jeremy W. Makarechian
Authorized Person