

EXHIBIT C  
to Registration Statement

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2007 JUN 22 PM 5:04  
00000000/REGISTRATION UNIT

Name of Registrant: U.S.- Emirates Allance LLC

Name of Foreign Principal: Executive Affairs Authority of Abu Dhabi

Attachement: State of Delaware Certificate of Formation of U.S. – Emirates Alliance LLC  
Dated 12-18-06 AUTHENTICATION : 5288666

Date of Exhibit C:

Name and Title: Richard I. Mintz, President U.S. – Emirates Alliance LLC

Signature:



# 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 FORMATION OF "US-EMIRATES ALLIANCE, LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2006, AT 3:34 O'CLOCK P.M.

2007 JUN 22 PM 5:05  
CORPORATE REGISTRATION UNIT

**CERTIFICATE OF FORMATION**

**OF**

**US-EMIRATES ALLIANCE, LLC**

This Certificate of Formation for US-EMIRATES ALLIANCE, LLC is being duly executed and filed by the undersigned as an authorized person to form a limited liability company under the Delaware Limited Liability Company Act.

1. The name of the limited liability company formed hereby is US-EMIRATES ALLIANCE, LLC. (the "Company").

2. The address of the Company's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle, and the name of the Company's registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of this 18th day of December, 2006.

By: 

Authorized Person

Name: Richard Mintz