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ACCOUNT NO. : 072100000032
REFERENCE : 089340 154065A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : March 23, 2001
ORDER TIME : 10:21 AM
ORDER NO. : 089340-005
CUSTOMER NO: 154065A

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-03/23/01--01044--003
*****87.50 *****87.50

CUSTOMER: John E. Duvall, Esq
Ford & Harrison Llp
121 W. Forsyth Street
Suite 1000
Jacksonville, FL 32202

FOREIGN FILINGS

NAME: NEW BREED TRANSFER CORP.

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 23 AM 10:40
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

XXXX QUALIFICATION (TYPE: CO)

Handwritten initials 'G' in a circle

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

FILED
01 MAR 23 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT PERSON: Sandra Mathis -- EXT# 1165

EXAMINER:

Handwritten signature/initials

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 23 AM 11:21
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1. New Breed Transfer Corp.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New Jersey

(State or country under the law of which it is incorporated)

3. 11-2874859

(FEI number, if applicable)

4. July 16, 1986

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4043 Piedmont Parkway, High Point, North Carolina 27265

(Principal office address)

Same

(Current mailing address)

8. All purposes permitted by law

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: John E. Duvall, Esquire

Office Address: 121 W. Forsyth Street, Suite 1000

Jacksonville

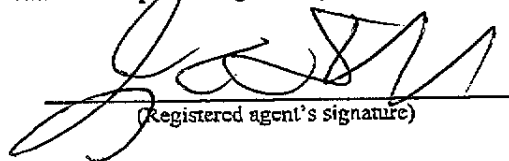
(City)

Florida 32202

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Louis DeJoy

Address: 4043 Piedmont Parkway

High Point, NC 27265

Director:

~~Vice Chairman~~: Ashfaqe Chowdhury

Address: 4043 Piedmont Parkway

High Point, NC 27265

Director: Dennis Hunt

Address: 4043 Piedmont Parkway

High Point, NC 27265

Director: Sam Levine

Director: Brian Young

Address: 320 Park Avenue

320 Park Avenue

New York, NY 10022

New York, NY 10022

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TALLAHASSEE FLORIDA

B. OFFICERS

President: Louis DeJoy

Address: 4043 Piedmont Parkway

High Point, NC 27265

Senior Vice President: Dennis Hunt

Address: 4043 Piedmont Parkway

High Point, NC 27265

Secretary: Roger L. Caroway

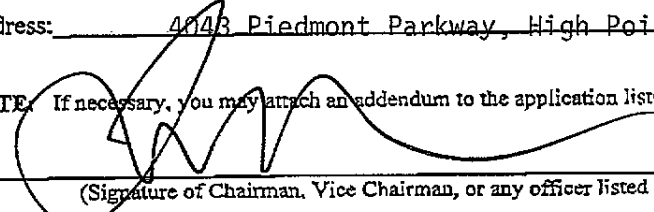
Address: 4043 Piedmont Parkway, High Point, NC 27265

Chief Information Officer:

~~Treasurer~~: Ashfaqe Chowdhury

Address: 4043 Piedmont Parkway, High Point, NC 27265

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Louis DeJoy
(Typed or printed name and capacity of person signing application)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

NEW BREED TRANSFER CORP.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on July 16, 1986.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

*The Corporation Trust Company
820 Bear Tavern Road
Trenton, NJ 08628*

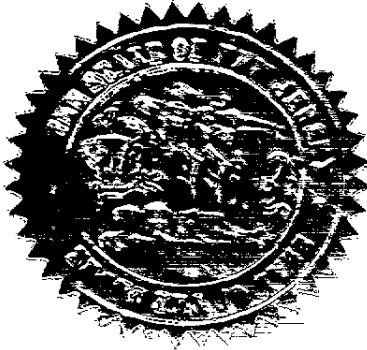
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TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

NEW BREED TRANSFER CORP.

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TALLAHASSEE, FLORIDA



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
1st day of March, 2001

A handwritten signature in cursive script, reading "Peter R. Lawrance".

Peter R Lawrance
Acting State Treasurer