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No. 3281 EP. 1/4x2

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Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION

PartsBase, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$87.50

FAX AUDIT NUMBER: H01000072133 1
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:

- 1. The name of the corporation is: **PartsBase, Inc.**
- 2. The corporation was incorporated under the laws of the State of Delaware on **June 20, 2001.**
- 3. The duration of the corporation is perpetual.
- 4. The mailing address of the corporation is:

621 NW 53rd Street, Seventh Floor
Boca Raton, Florida 33487

- 5. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the State of Delaware and as permitted in the State of Florida.
- 6. The name and address of the registered agent and registered office of the corporation in the State of Florida is:

Registered Agents of Florida, LLC
100 Southeast Second Street, Suite 3500
Miami, Florida 33131

- 7. Having been named as registered agent 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 relating 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 AGENTS OF FLORIDA, LLC

By: Charles J. Rennert
Name: Charles J. Rennert
Title: Vice President

- 8. Attached is a certificate of good standing duly authenticated not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State of Delaware.

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FAX AUDIT NUMBER: H01000072133 1

9. Names and Addresses of officers and directors of the corporation:

A. Directors

<u>Name</u>	<u>Address</u>
Robert A. Hammond, Jr.	621 NW 53rd Street, Seventh Floor Boca Raton, Florida 33487
Pierre A. Narath	621 NW 53rd Street, Seventh Floor Boca Raton, Florida 33487
Thomas C. Van Hare	621 NW 53rd Street, Seventh Floor Boca Raton, Florida 33487
John C. Menefee	621 NW 53rd Street, Seventh Floor Boca Raton, Florida 33487
Edward McCartin	621 NW 53rd Street, Seventh Floor Boca Raton, Florida 33487
Kenneth A. Corricea	621 NW 53rd Street, Seventh Floor Boca Raton, Florida 33487

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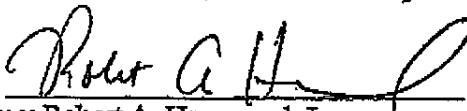
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B. Officers

<u>Name</u>	<u>Address</u>
Robert A. Hammond, Jr.	621 NW 53rd Street, Seventh Floor Boca Raton, Florida 33487
Michael W. Siegel	621 NW 53rd Street, Seventh Floor Boca Raton, Florida 33487
Brian Tolley	621 NW 53rd Street, Seventh Floor Boca Raton, Florida 33487

IN WITNESS WHEREOF, the undersigned has duly executed this Application this 20th day of June 2001.

PARTSBASE, INC., a Delaware corporation

By: 

Name: Robert A. Hammond, Jr.

Title: Chief Executive Officer

State of Delaware

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PARTSBASE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JUNE, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PARTSBASE, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF JUNE, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1200585

010296552

DATE: 06-20-01