

F02000001000

CT CORPORATION

CORPORATION(S) NAME

Advantage Acquisition Corp.

2/25/02

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 25 AM 9:42

RECEIVED
02 FEB 25 PM 4:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

2/25/02

Order#: 5095007

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-02/25/02--01002--013

Ref#:

*****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

ep

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. Advantage Acquisition 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. Maine (State or country under the law of which it is incorporated) 3. 01-0545250 (FEI number, if applicable)

4. December 5, 2000 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 126 Merrow Road, Auburn, Maine 04211-1330
(Current mailing address)

8. Payroll Processing.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

Salvia Armenta Gray
(Registered agent's signature) (Officer)
SALVIA ARMENTA GRAY
REGISTERED AGENT SECRETARY
(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

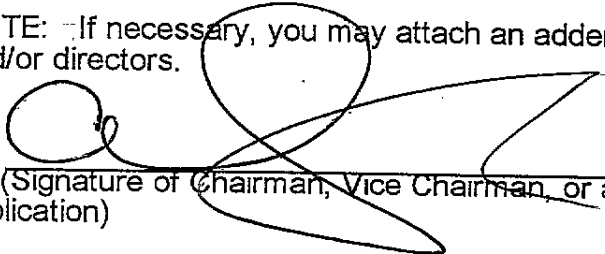
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Treasurer: _____

Address: _____

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. Charles W. Lathrop, Jr., President _____
(Typed or printed name and capacity of person signing application)

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Advantage Acquisition Corp.

Officers:	President	Charles W. Lathrop, Jr.	126 Merrow Road - P. O. Box 1330 Auburn ME 04211-1330
	Treasurer	Peter J. McGrail	126 Merrow Road - P. O. Box 1330 Auburn ME 04211-1330
	Secretary	Charles W. Lathrop, Jr.	126 Merrow Road - P. O. Box 1330 Auburn ME 04211-1330
	Assistant Secretary	Peter J. McGrail	126 Merrow Road - P. O. Box 1330 Auburn ME 04211-1330

Directors:	Daniel M. Gill	126 Merrow Road - P. O. Box 1330 Auburn ME 04211-1330
	Lawrence R. Pugh	126 Merrow Road - P. O. Box 1330 Auburn ME 04211-1330
	Hollis Rademacher	126 Merrow Road - P. O. Box 1330 Auburn ME 04211-1330
	John R. Willis	126 Merrow Road - P. O. Box 1330 Auburn ME 04211-1330
	Charles W. Lathrop, Jr.	126 Merrow Road - P. O. Box 1330 Auburn ME 04211-1330

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State of Maine



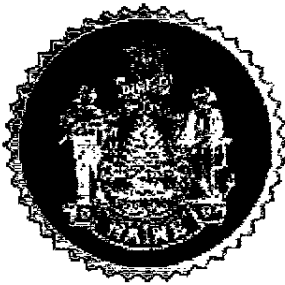
Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of organization, amendment and dissolution of corporations and annual reports filed by the same.

I further certify that ADVANTAGE ACQUISITION CORP. is a duly organized business corporation under the laws of the State of Maine and that the date of incorporation is December 05, 2000.

I further certify that said business corporation has filed annual records due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said corporation is a legally existing business corporation in good standing under the laws of the State of Maine at the present time.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this fifteenth day of February 2002.



A handwritten signature in black ink, appearing to read "Dan Gwadosky".

DAN GWADOSKY
Secretary of State

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