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ACCOUNT NO. : 072100000032

REFERENCE : 668761 4372680

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 78.75

ORDER DATE : July 18, 2002

ORDER TIME : 10:42 AM

ORDER NO. : 668761-005

CUSTOMER NO: 4372680

100006528171--8

CUSTOMER: Scott H. Chun, Legal Assistant
Drinker Biddle & Reath Llp
One Logan Square
18th & Cherry Street
Philadelphia, PA 19103-6996

FOREIGN FILINGS

NAME: CF PRODUCTS ACQUISITION CORPORATION

XXXX QUALIFICATION (TYPE: CO)

02 JUL 19 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	Availability	
	<u>XX</u>	PLAIN STAMPED COPY
Document	<u>XX</u>	GOOD STANDING CERTIFICATE
Examiner		DCC

Updater CONTACT PERSON: Norma Hull -- EXT# 1115

Updater Verifier DCC

Acknowledgement DCC

W. P. Verifier DCC

EXAMINER:

RECEIVED
02 JUL 19 AM 11:38

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. CF Products Acquisition Corporation
(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. Delaware 3. 33-1009752
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. May 23, 2002 5. Perpetual
(Date of incorporation) (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. c/o Simon/Triton Partners I, L.L.C., 310 South Street, P.O. Box 1913, Morristown, NJ 07962-1913
(Principal office address)

c/o Simon/Triton Partners I, L.L.C., 310 South Street, P.O. Box 1913, Morristown, NJ 07962-1913
(Current mailing address)

8. To engage in any lawful act or activity.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

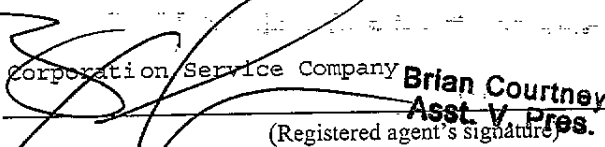
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32307
(City) (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.

Corporation Service Company

Brian Courtney
Asst. V. Pres.
(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.

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

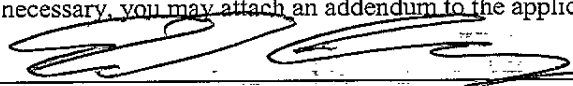
Secretary: _____

Address: _____

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. Erik M.W. Caspersen, President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER
of
CF PRODUCTS ACQUISITION CORPORATION
(Florida Application by Foreign Corporation for Authority to Transact Business in Florida)

Directors

<u>Name</u>	<u>Address</u>
Erik M.W. Caspersen	c/o Simon/Triton Partners I, L.L.C. 310 South Street P.O. Box 1913 Morristown, NJ 07962-1913

Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Erik M.W. Caspersen	President and Treasurer	c/o Simon/Triton Partners I, L.L.C. 310 South Street P.O. Box 1913 Morristown, NJ 07962-1913
John E. Stoddard III	Secretary	c/o Drinker Biddle & Shanley LLP 105 College Road East, Suite 300 Princeton, NJ 08542-0627

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Delaware

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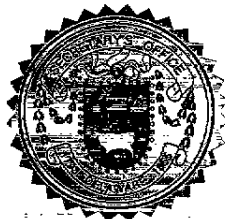
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CF PRODUCTS ACQUISITION CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CF PRODUCTS ACQUISITION CORPORATION" WAS INCORPORATED ON THE TWENTY DAY OF MAY, A.D. 2002.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1883929

020452037

DATE: 07-15-02