

**F03 00000 3759**

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0383

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.  
Account Number : I20000000088  
Phone : (800) 221-0102  
Fax Number : (212) 564-6083

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DIVISION OF CORPORATION

**FOREIGN PROFIT QUALIFICATION**

**PCM Acquisitions Corp.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

*F03-3759*  
*OK*

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

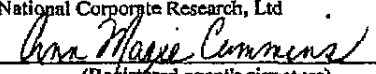
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

- 1. PCM Acquisitions 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. Delaware  
(State or country under the law of which it is incorporated)
- 3. \_\_\_\_\_  
(FEI number, if applicable)
- 4. May 19, 2003  
(Date of incorporation)
- 5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
- 6. Upon Filing  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 7. c/o Cerberus Capital Management, L.P., 450 Park Avenue, 28th Floor, New York, New York 10022  
(Current mailing address)

- 8. Programming Services and to engage in lawful act or activity permitted by the corporation 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: National Corporate Research, Ltd  
Office Address: 1406 Hays Street, Suite #2  
Tallahassee, Florida, 32301  
(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.*

National Corporate Research, Ltd  
  
 (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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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**A. DIRECTORS (Street address only - P.O. box NOT acceptable)**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Mark Neporent

Address: c/o Cerberus Capital Management, L.P., 450 Park Avenue, 28th Floor, New York, New York 10022

Director: \_\_\_\_\_

Director: Ronald Kravit

Address: c/o Cerberus Capital Management, L.P., 450 Park Avenue, 28th Floor, New York, New York 10022

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Mark Neporent

Address: c/o Cerberus Capital Management, L.P., 450 Park Avenue, 28th Floor, New York, New York 10022

Vice President: Ronald Kravit

Address: c/o Cerberus Capital Management, L.P., 450 Park Avenue, 28th Floor, New York, New York 10022

Secretary: Ronald Kravit

Address: c/o Cerberus Capital Management, L.P., 450 Park Avenue, 28th Floor, New York, New York 10022

Treasurer: Ronald Kravit

Address: c/o Cerberus Capital Management, L.P., 450 Park Avenue, 28th Floor, New York, New York 10022

**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. Mark A. Neporent  
(Typed or printed name and capacity of person signing application)

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# Delaware

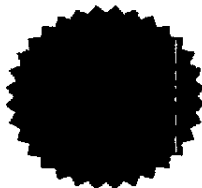
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PCM ACQUISITIONS CORP." 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 TWENTY-NINTH DAY OF JULY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PCM ACQUISITIONS CORP." WAS INCORPORATED ON THE NINETEENTH DAY OF MAY, A.D. 2003.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2552447

DATE: 07-29-03