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DIVISION OF CORPORATIONS

FOREIGN PROFIT/NONPROFIT CORPORATION

RDI SYSTEMS, INC.

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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. RDI Systems, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Texas 3. 74-3740991
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/21/1994 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 09/26/2008
(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1335 Central Parkway South, Suite 100, San Antonio, Texas 78232
(Principal office address)

1335 Central Parkway South, Suite 100, San Antonio, Texas 78232
(Current mailing address)

8. any and all lawful business for which corporations may be organized under the Florida Statutes
(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 NOT acceptable)

Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:
Having been named or 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.

By: Jane Zachritz
(Registered agent's signature)
Jane Zachritz
Assistant Secretary

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

SEE ATTACHED LIST

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHED LIST

President: _____

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. Don R. Marshall
(Signature of Director or Officer listed in number 12 of the application)

14. Gene R. Marshall
(Typed or printed name and capacity of person signing application)

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RDI SYSTEMS, INC.**Officers & Directors****Corporate Officers:**

Name:	Title:	Address:
Nancy R. Kudla	Chairman & Chief Executive Officer	1355 Central Parkway South Suite 100 San Antonio, Texas 78232
Glen D. Shaffer	President & Chief Operating Officer	1355 Central Parkway South Suite 100 San Antonio, Texas 78232
Frank M. Kudla, Jr.	Chief Financial Officer, Sec. & Treas.	1355 Central Parkway South Suite 100 San Antonio, Texas 78232
Gena R Marshall	Senior Vice President	1355 Central Parkway South Suite 100 San Antonio, Texas 78232
Thomas E. Bevan	Vice President	1355 Central Parkway South Suite 100 San Antonio, Texas 78232
Stephen W. Hall, Jr.	Vice President	1355 Central Parkway South Suite 100 San Antonio, Texas 78232
Steven C. Jones	Vice President	1355 Central Parkway South Suite 100 San Antonio, Texas 78232
Vincent P. Westover	Vice President	1355 Central Parkway South Suite 100 San Antonio, Texas 78232

Corporate Director:

Name:	Title:	Address:
Nancy R. Kudla	Chairman & Chief Executive Officer	1355 Central Parkway South Suite 100 San Antonio, Texas 78232

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for RDI SYSTEMS, INC. (file number 133799500), a Domestic For-Profit Corporation, was filed in this office on December 21, 1994.

It is further certified that the entity status in Texas is in existence.

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In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on November 20, 2008.



Hope Andrade
Secretary of State

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