

Document Number Only

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

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Corporation(s) Name

TRALIA PRODUCTS, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -7 PM 3:10

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
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Jeffrey Butterfield

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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.*

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1. Thalia Products Inc.
(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. Applied for
(FEI number, if applicable)
4. 12/23/99
(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. 2381 Executive Center Drive
Boca Raton, FL 33431
(Current mailing address)
8. to engage in any lawful act or activity for which a corporation may be organized.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

Corinne Bryan
(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)

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

Chairman: see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: see attached

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. _____

Senior Vice President and General Counsel

(Typed or printed name and capacity of person signing application)

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A. DIRECTORS

Jerry W. Levin, Chairman
2381 Executive Center Drive
Boca Raton, FL 33431

Paul E. Shapiro
2381 Executive Center Drive
Boca Raton, FL 33431

John R. Hamann
2381 Executive Center Drive
Boca Raton, FL 33431

Bobby G. Jenkins
2381 Executive Center Drive
Boca Raton, FL 33431

B. OFFICERS

Jerry W. Levin, Chairman
2381 Executive Center Drive
Boca Raton, FL 33431

John R. Hamann, President
2381 Executive Center Drive
Boca Raton, FL 33431

Kirk Mason, Senior Vice President and Chief Financial Officer
2381 Executive Center Drive
Boca Raton, FL 33431

Paul E. Shapiro, Executive Vice President
2381 Executive Center Drive
Boca Raton, FL 33431

Bobby G. Jenkins, Executive Vice President
2381 Executive Center Drive
Boca Raton, FL 33431

Steven R. Isko, Senior Vice President and General Counsel
2381 Executive Center Drive
Boca Raton, FL 33431

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Marc Shiffman, Senior Vice President Corporate Development and Strategy
2381 Executive Center Drive
Boca Raton, FL 33431

Steven P. Berreth, Vice President, Intellectual Property Counsel and Assistant Secretary
2381 Executive Center Drive
Boca Raton, FL 33431

Ronald R. Richter, Vice President and Treasurer
2381 Executive Center Drive
Boca Raton, FL 33431

Robert P. Totte, Vice President, Taxes
2381 Executive Center Drive
Boca Raton, FL 33431

Barbara L. Allen, Secretary
2381 Executive Center Drive
Boca Raton, FL 33431

Kimberly H. Vallin, Assistant Secretary
2381 Executive Center Drive
Boca Raton, FL 33431

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State of Delaware
Office of the Secretary of State

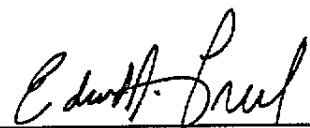
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THALIA PRODUCTS 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 SIXTH DAY OF JANUARY, A.D. 2000.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

0183828

01-06-00