



THE UNITED STATES  
CORPORATION  
COMPANY

# F00000000533

ACCOUNT NO. : 072100000032

REFERENCE : 559221 4144A

AUTHORIZATION :

*Patricia Pzynt*

COST LIMIT : \$ 70

ORDER DATE : January 20, 2000

ORDER TIME : 12:09 PM

ORDER NO. : 559221-005

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CUSTOMER NO: 4144A

CUSTOMER: Rosa Maria Ancheta, Legal Asst  
Holland & Knight  
Suite 3000  
701 Brickell Avenue  
Miami, FL 33131

FOREIGN FILINGS

NAME: W.T.C. CORPORATION

XXXX QUALIFICATION (TYPE: CO)

(8)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 JAN 28 PM 3:35

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00 JAN 28 PM 12:56  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*BR 1/28/00*

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A SPECIAL  
MEETING OF THE BOARD OF DIRECTORS OF W.T.C. CORPORATION**

The undersigned, constituting all of the members of the Board of Directors of W.T.C. Corporation, a California corporation (the "Corporation"), hereby take the following actions and adopt the following recitals and resolutions, without the formality of a meeting:

**WHEREAS**, the Corporation wishes to qualify as a foreign corporation to transact business in Florida;

**WHEREAS**, due to the unavailability in Florida of the Corporation's name, "W.T.C. Corporation", the Corporation wishes to qualify the Corporation under an assumed name to transact business in Florida;

**WHEREAS**, the Board of Directors has determined it is in the best interests of the Corporation to adopt an assumed name under which to transact business in Florida;

**NOW THEREFORE, BE IT:**

**RESOLVED**, that the Corporation shall qualify as a foreign corporation to transact business in Florida under the name "W.T.C. California Corporation";

**FURTHER RESOLVED**, that each of the officers of the Corporation be, and hereby is, authorized to execute, deliver and perform, on behalf of the Corporation, the Qualification of a Foreign Corporation to Transact Business in Florida (the "Qualification"), substantially in the form reviewed by the Board of Directors of the Corporation, with such amendments, additions, modifications or corrections thereto as the officer executing the Qualification may deem advisable, appropriate, necessary or convenient;

**FURTHER RESOLVED**, that for the purpose of authorizing the Corporation to do business in Florida and in any other state, territory, or dependency of the United States or any province of Canada or in any foreign country in which it is expedient for the Corporation to transact business, the officers of the Corporation are, and each of them is, hereby authorized and directed on behalf of the Corporation to appoint all necessary agents or attorneys for service of process and to substitute new agents or attorneys for such purpose; to designate the location of all necessary statutory offices and to change the location therefor; and under the corporate seal, to make, sign and file all necessary certificates, reports, powers of attorney and other instruments as may be required by laws of Florida and such other state, territory, dependency, province or country to authorize the Corporation to transact business therein, and withdraw therefrom; to revoke any appointment of agent or attorney for service of process; and to file such certificates, reports, revocation of appointment, or surrender of authority as may be necessary to

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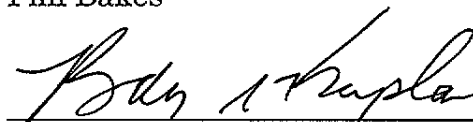
terminate the authority of the Corporation to do business in Florida and any such other state, territory, dependency, province, or country;

**FURTHER RESOLVED**, that each of the officers of the Corporation is hereby authorized and directed to take all such further actions, and to execute all such further agreements, instruments, certificates or documents necessary to carry out and satisfy the purposes of the foregoing resolutions, and the taking of such actions or the execution of such documents shall be conclusive evidence of the necessity or appropriateness thereof and the authority therefor;

This written consent may be executed in one or more counterparts, each of which shall constitute an original but all of which taken together shall constitute one and the same instrument. A facsimile signature shall have the same effect as an original signature.

**NOW THEREFORE**, the undersigned have executed this consent, and it shall be effective, as of the 26<sup>th</sup> day of January 2000.

  
\_\_\_\_\_  
Phil Bakes

  
\_\_\_\_\_  
Barry S. Kaplan

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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:

W.T.C. CORPORATION doing business in Florida as

1. W.T.C. California Corporation  
(Name of corporation; the word "INCORPORATED", "COMPANY" OR "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. California  
(State or country under the law of which it is incorporated)

3. July 1, 1987 4. Perpetual  
(Date of Incorporation) (Duration)

4. 95-4115016  
(Federal Employer Identification number, if applicable)

5. Upon filing  
(Date first transacted business in Florida. See section 607.1501, 607.1502 and 817.155, F.S.)

6. 80 S.W. 8<sup>th</sup> Street, Suite 2601  
Miami, Florida 33130  
(Current mailing address)

7. Any business or activity permitted under the laws of the United States and Florida.  
(Brief description of the nature of the business in which it is engaged in the State of Florida)

8. Names and addresses of officers and/or directors:

- A. Directors:

Chairman: See attached officers/directors rider  
Address: \_\_\_\_\_

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

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

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

B. Officers:

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

Vice  
President: \_\_\_\_\_  
Address: \_\_\_\_\_

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

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

9. Name and Street address of Florida registered agent:

Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, FL 32301

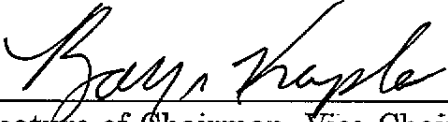
10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap  
Name: LAURA R. DUNLAP  
Title: Laura R. Dunlap  
as its agent

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.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

13. Barry S. Kaplan, Executive Vice President  
(Name and capacity of person signing application)

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**RIDER**  
**OFFICERS/DIRECTORS**  
**OF**  
**W.T.C. CORPORATION**

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President and Chairman:

Phil Bakes  
80 S.W. 8<sup>th</sup> Street  
Suite 2601  
Miami, Florida 33130

Executive Vice President,  
Assistant Secretary and  
Director:

Barry S. Kaplan  
80 S.W. 8<sup>th</sup> Street  
Suite 2601  
Miami, Florida 33130

Executive Vice President,  
Secretary and Treasurer:

Andrew C. McKey  
80 S.W. 8<sup>th</sup> Street  
Suite 2601  
Miami, Florida 33130

Chief Financial Officer:

Rob Erickson  
80 S.W. 8<sup>th</sup> Street  
Suite 2601  
Miami, Florida 33130

# State of California

## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

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I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 1st day of July, 19 87,

#### W.T.C. CORPORATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

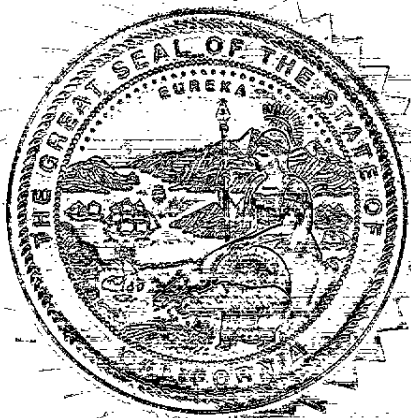
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal of  
the State of California this day of

January 14, 2000



*Bill Jones*

Secretary of State