



THE UNITED STATES  
CORPORATION  
COMPANY

# F00000002805

ACCOUNT NO. : 072100000032

REFERENCE : 699673 4320229

AUTHORIZATION

*Patricia Pyjuts*

COST LIMIT : \$ 70.00

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF  
00 MAY 18 PM 3:51

ORDER DATE : May 16, 2000

ORDER TIME : 10:59 AM

ORDER NO. : 699673-015

900003257669--7

CUSTOMER NO: 4320229

CUSTOMER: Kelly A. Howley, Paralegal  
Kilpatrick Stockton, LLP  
1100 Peachtree Street  
Suite 2800  
Atlanta, GA 30309

FOREIGN FILINGS

NAME: IMS GROUP, INC.

*6*

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

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00 MAY 18 PM 12:23  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32301

*3K*  
*5/18*

**CERTIFICATE OF SECRETARY  
OF  
IMS GROUP, INC.**

I, Thomas Koontz, do hereby certify that I am the duly elected and qualified Secretary of IMS Group, Inc., a Delaware corporation (the "Corporation"), and that the following is a true and correct copy of the resolution of the Board of Directors of the Corporation, adopted by unanimous written consent on the 16th day of May, 2000:

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**"RESOLVED**, that, inasmuch as the Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of the Corporation is not available for corporate use in the State of Florida, the Corporation hereby adopts the alternate name "IMS Group, Inc. (Delaware)" for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

**FURTHER RESOLVED**, that the officers of the Corporation be, and hereby are, authorized and directed to cause any and all required documents to be prepared, executed, and filed so that the Corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause the corporation to use the said alternate name in the transaction of business in the State of Florida."

Executed on the 16th day of May, 2000.

  
Thomas Koontz, Secretary

**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. IMS Group, 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. 58-2409480

(FEI number, if applicable)

4. 07/29/98

(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. 3980 Martin Luther King, Jr. Drive

Atlanta, GA 30336

(Current mailing address)

8. sales and repair of electronic motor equipment

(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, 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.*

Corporation Service Company

By: Laura R. Dunlap

(Registered agent's signature)

**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. 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 officers/directors rider

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

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

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

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

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

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

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

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

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. Thomas Koontz  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas Koontz V.P. Finance  
(Typed or printed name and capacity of person signing application)

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**IMS GROUP, INC.**

**OFFICERS AND DIRECTORS**

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<u>Name:</u>	<u>Title:</u>	<u>Address:</u>
Steven D. Garton	President and Director	5N137 Fox Bluff Court St. Charles, IL 60175
Robert L. Allen	Vice President Operations	3819 Mallard Lane Napersville, IL 60564
Thomas A. Koontz	Vice President Finance and Secretary	513 Alchester Drive Wheaton, IL 60187
Michael Cochran	Chairman of the Board	1101 West Nancy Creek Drive Atlanta, GA 30319
David M. Felts	Director	7255 Don Hill Terrace Atlanta, GA 30328

*State of Delaware*  
*Office of the Secretary of State*

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DIVISION OF CORPORATIONS  
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "IMS GROUP, 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 SIXTEENTH DAY OF MAY,  
A.D. 2000.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

0441432

DATE:

05-16-00