

# F00000003528

## Florida Department of State

Division of Corporations  
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Katherine Harris, Secretary of State

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## FOREIGN PROFIT QUALIFICATION

Universal Sources, Inc.

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

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To: Michelle Hodges  
From: Rebecca Black  
6 pages



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 2, 2000

EDWARDS & ANGELL

SUBJECT: UNIVERSAL SOURCES, INC.  
REF: W00000014136

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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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. Universal Sources, Inc. doing business in Florida as Universal Sources (Del.), 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. 65-0997622  
(FEI number, if applicable)

4. April 6, 2000  
(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. 1625 North Commerce Avenue, Suite 315

Weston, FL 33326

(Current mailing address)

8. To engage or transact in any or all lawful activities or business  
(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)

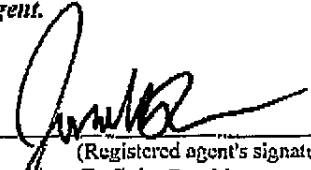
Name: Angell Corporate Services, Inc.

Office Address: c/o Edwards & Angell, LLP  
250 Royal Palm Way, Suite 300  
Palm Beach, Florida 33480  
(Zip code)

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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.*

By:   
(Registered agent's signature)  
Jonathan E. Cole, President

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:

Director: Howard Ullman

Address: 1625 North Commerce Avenue, Suite 315

Weston, FL 33326

Director: Joey Smith

Address: C/O Universal Sources, Inc., 1625 North Commerce Avenue, Suite 315

Weston, FL 33326

Director: Laurie S. Holz

Address: C/O Universal Sources, Inc., 1625 North Commerce Avenue, Suite 315

Weston, FL 33326

Director: Edward Michelson

Address: C/O Universal Sources, Inc., 1625 North Commerce Avenue, Suite 315

Weston, FL 33326

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

President, Secretary, Treasurer  
And Chief Executive

Officer: Howard Ullman

Address: 1625 North Commerce Avenue, Suite 315, Weston, FL 33326

Chief Operating Officer: James M. Hoffheimer

Address: 1625 North Commerce Avenue, Suite 315, Weston, FL 33326

Exec. Vice President:

Address: 1625 North Commerce Avenue, Suite 315, Weston, FL 33326

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**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Howard Ullman, President

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

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

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNIVERSAL SOURCES, 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 EIGHTH DAY OF APRIL, A.D. 2000.

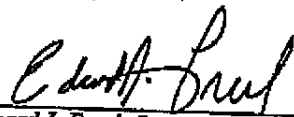
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0367852

DATE: 04-08-00

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UNIVERSAL SOURCES, INC.


WRITTEN CONSENT OF SOLE DIRECTOR

The undersigned, being the sole director of Universal Sources, Inc., a Delaware corporation (the "Corporation"), in accordance with the authority contained in Section 141(f) of the General Corporation Law of Delaware, hereby consents to the adoption of the following resolutions:

**RESOLVED:** That, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopts the name "Universal Sources (Del.), Inc." for use in transacting business in the State of Florida pursuant to Florida Statute §607.1506(1)(b); and it is 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 this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said name in the transaction of business in the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the 5<sup>th</sup> day of June, 2000.

  
Howard Ullman

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