

**CORPORATE  
ACCESS,  
INC.**

**FO0000003908**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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*[Signature]*

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*Foreign*

1.) Med-tech Holdings Inc  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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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. MODTECH HOLDINGS, 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. 33-0825386  
(FBI number, if applicable)
4. October 7, 1998  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. June 23, 2000  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2830 Barrett Avenue  
Perris, CA 92571  
(Current mailing address)
8. Manufacturing  
(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: Paracorp Incorporated ✓  
Office Address: 236 E. 6th Avenue  
Tallahassee, Florida, 32303  
(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.*

(see attached)  
(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) See attached.

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**Chairman: Please see attached.

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

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

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

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

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

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

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

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Please see attached.

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

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

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

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

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

Treasurer: \_\_\_\_\_

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

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TALLAHASSEE, FLORIDA**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Shari Walgren

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

14. Shari Walgren, Secretary and CFO

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

MODTECH HOLDINGS, INC.

Officers

Evan M. Gruber, CEO	2830 Barrett Avenue, Perris, CA 92571
Patrick Van Den Bossche, President	2830 Barrett Avenue, Perris, CA 92571
Michael G. Rhodes, COO	2830 Barrett Avenue, Perris, CA 92571
Shari Walgren, Secretary and CFO	2830 Barrett Avenue, Perris, CA 92571

Directors

<u>Name</u>	<u>Address</u>
Evan M. Gruber	2830 Barrett Avenue, Perris, CA 92571
Charles C. McGettigan	2830 Barrett Avenue, Perris, CA 92571
Myron a. Wick III	2830 Barrett Avenue, Perris, CA 92571
Daniel J. Donahoe III	2830 Barrett Avenue, Perris, CA 92571
Patrick Van Den Bossche	2830 Barrett Avenue, Perris, CA 92571
Charles A. Hamilton	2830 Barrett Avenue, Perris, CA 92571
Charles R. Gwirtsman	2830 Barrett Avenue, Perris, CA 92571
Robert W. Campbell	2830 Barrett Avenue, Perris, CA 92571

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is

MODTECH HOLDINGS, INC.

The name and address of the registered agent is

PARACORP INCORPORATED

236 EAST 6TH AVENUE

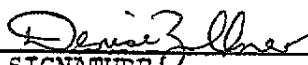
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Having been named registered agent for the stated corporation, I hereby accept the appointment as registered agent and am familiar with and accept the obligations of my position.

  
SIGNATURE

Denise Zollner, Assistant Secretary

State of Delaware

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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 "MODTECH HOLDINGS, 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 TWENTY-EIGHTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MODTECH HOLDINGS, INC." WAS INCORPORATED ON THE SEVENTH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0529506

DATE:

06-28-00