



THE UNITED STATES
CORPORATION
COMPANY

F00000004274

ACCOUNT NO. : 072100000032

REFERENCE : 777109 4808145

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

00 JUL 28 PM 3:50
FIELD STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

ORDER DATE : July 26, 2000

ORDER TIME : 11:34 AM

8000003339368-19

ORDER NO. : 777109-010

CUSTOMER NO: 4808145

CUSTOMER: Megan L. Sheetz, Esq
O'melveny & Myers LLP
153 East 53rd Street

New York, NY 10022

FOREIGN FILINGS

NAME: TELMAR HITECH, INC.

RECEIVED
00 JUL 28 PM 2:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32310

XXXX QUALIFICATION (TYPE: CO)

5

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

3/12 7/12

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. TELMAR HITECH, 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. 23-3048567
(FEI number, if applicable)
4. 7/21/00
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. No business yet transacted.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1045 Andrew Drive
West Chester, PA 19380-4293
(Current mailing address)

8. Any lawful act or activity for which a corporation may be organized under the
(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)

General
Corporation
Law of
Delaware.

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: Karna R. Durr
(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)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 28 PM 3:50

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

14. Harrison M. Wilson, Vice President
(Typed or printed name and capacity of person signing application)

Directors of Telmar Hitech, Inc.

Name

Harrison M. Wilson, Sole Director

Address

Westchester Financial Center
50 Main Street, 9th Floor
White Plains, NY 10606

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DIVISION OF CORPORATIONS
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Officers of Telmar Hitech, Inc.

Lawrence P. Skahan, President and Treasurer

1045 Andrew Drive
West Chester, PA 10380-4293

Kenton C. Whitfield, Secretary

16781 Noyes Avenue
Irvine, CA 92606

Harrison M. Wilson, Vice President

Westchester Financial Center
50 Main Street, 9th Floor
White Plains, NY 10606.0


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 "TELMAR HITECH, 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-SIXTH DAY OF JULY, A.D. 2000.

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




Edward J. Freel, Secretary of State

3257827 8300

001378708

AUTHENTICATION: 0584089

DATE: 07-26-00

FILED
JUL 27 2000
DIVISION OF CORPORATIONS
00 JUL 28 PM 3:50