F000000 6473

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 883203 7171103

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : ~~$ 78.75~~

ORDER DATE : November 1, 2000 $2,378.25 ~~$20~~

ORDER TIME : 4:07 PM

ORDER NO. : 883203-005

CUSTOMER NO: 7171103 2300

CUSTOMER: Jennifer Avriett, Legal Asst
Vf Corporation
Suite 500
628 Green Valley Road
Greensboro, NC 27408

900003449499--8

FOREIGN FILINGS

NAME: VF SERVICES, INC.

700AU0059600 9

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX______ CERTIFIED COPY

CONTACT PERSON: Susie Knight EXT: 1156

W00-26444

3R 11/21 3R 11/21

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 3, 2000

SUSIE KNIGHT
CSC
,

SUBJECT: VF SERVICES, INC.
Ref. Number: W00000026444

11/2

RESUBMIT
Please give original submission date as file date.

RECEIVED
00 NOV 15 PM 2:56

FILED
00 NOV -2 PM 5:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for VF SERVICES, INC. and your check(s) totaling $. However, the document has not been filed and is being retained in this office for the following:

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.

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that VF SERVICES, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1998, as the initial date of transacting business in the State of Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of $1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is $2300.00.

If you have any questions concerning the filing of your document, please call (850) 487-6917.

Gretchen Harvey

Document Specialist Supervisor

Letter Number: 900A00057212

FILED
00 NOV -2 PM 5: 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Frank C. Pickard III, do hereby certify that the following Resolution of the Board of Directors of VF Services, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on November 6, 2000:

RESOLVED, that VF Services, Inc., organized and existing in the State of Delaware, hereby adopts the name VF IT Services, Inc. for use in Florida.

FILED
00 NOV -2 PM 5:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: November 6, 2000

Frank Pickard

Frank C. Pickard III
Director

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. VF Services, 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. 23-2608762
(FEI number, if applicable)

4. February 9, 1989
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

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TALLAHASSEE, FLORIDA

6. January 1, 2000
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3200 Northline Avenue, 2nd Floor, Greensboro, North Carolina 27408
(Principal office address)

Post Office Box 21527, Greensboro, North Carolina 27420-1527
(Current mailing address)

8. To engage in any lawful act or activity
(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 (City), 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
Laura R. Dunlap 11/1/00
(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 business addresses of officers and/or directors:**

A. DIRECTORS

Chairman: See attached officers/directors rider

Address:

Vice Chairman:

Address:

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TALLAHASSEE, FLORIDA

Director:

Address:

Director:

Address:

B. OFFICERS

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. Candace S Cummings

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

14. Candace S. Cummings - Vice President

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

VF Services, Inc.

Directors and Officers:

Mackey J. McDonald – Director
628 Green Valley Road, Suite 500
Greensboro, North Carolina 27408

Frank C. Pickard III – Director, Treasurer and Assistant Secretary
628 Green Valley Road, Suite 500
Greensboro, North Carolina 27408

Robert K. Shearer – Director and President
628 Green Valley Road, Suite 500
Greensboro, North Carolina 27408

Terry L. Lay – Vice President
628 Green Valley Road, Suite 500
Greensboro, North Carolina 27408

William O. Green – Vice President
3200 Northline Avenue, 2nd Floor
Greensboro, North Carolina 27408

Robert L. Coppage – Vice President
628 Green Valley Road, Suite 500
Greensboro, North Carolina 27408

Boyd A. Rogers – Vice President
3200 Northline Avenue, 2nd Floor
Greensboro, North Carolina 27408

William C. Hardy – Vice President
3200 Northline Avenue, 2nd Floor
Greensboro, North Carolina 27408

Leroy Allen – Vice President - Reengineering
3200 Northline Avenue, 2nd Floor
Greensboro, North Carolina 27408

Robert R. Harris – Vice President – ITS
3200 Northline Avenue, 2nd Floor
Greensboro, North Carolina 27408

Joe Plaster – Vice President – eBusiness Technology
3200 Northline Avenue, 2nd Floor
Greensboro, North Carolina 27408

Candace S. Cummings – Vice President and Secretary
628 Green Valley Road, Suite 500
Greensboro, North Carolina 27408

Mark R. Townsend – Assistant Secretary
628 Green Valley Road, Suite 500
Greensboro, North Carolina 27408

Richard Lipinski – Tax Officer
628 Green Valley Road, Suite 500
Greensboro, North Carolina 27408

FILED
00 NOV -2 PM 5:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VF SERVICES, 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 FIRST DAY OF NOVEMBER, A.D. 2000.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
00 NOV -2 PM 5:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel, Secretary of State

2187008 8300

AUTHENTICATION: 0767506

001549193

DATE: 11-01-00