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00 DEC 28 PM 12:28  
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 945217 4188C

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 28, 2000

ORDER TIME : 10:06 AM

ORDER NO. : 945217-005

CUSTOMER NO: 4188C

CUSTOMER: Earl Pinto, Legal Asst  
Bryan Cave LLP  
700 13th Street, N. W.

Washington, DC 20005-3960

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-12/28/00--01048--004  
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FOREIGN FILINGS

NAME: UTSC SUB ACQUISITION, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

RECEIVED  
00 DEC 28 AM 10:44  
SECRETARIAT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CONTACT PERSON: Sandra Mathis -- EXT# 1165

EXAMINER: \_\_\_\_\_

# 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. UTSC Sub Acquisition, 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. \_\_\_\_\_

(FEI number, if applicable)

4. December 19, 2000

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(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. 1110 Spring Street Silver Spring, Maryland 20910

(Principal office address)

1110 Spring Street Silver Spring, Maryland 20910

(Current mailing address)

The purpose of the Corporation is to engage in any lawful act or activity.

8. \_\_\_\_\_

(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

(City)

(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

**BRIAN COURTNEY, ASST. VP.**

(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 business addresses of officers and/or directors:****A. DIRECTORS**Chairman: Martine RothblattAddress: 1110 Spring StreetSilver Spring, Maryland 20910

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

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

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

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

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

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

**B. OFFICERS**President: Martine RothblattAddress: 1110 Spring StreetSilver Spring, Maryland 20910

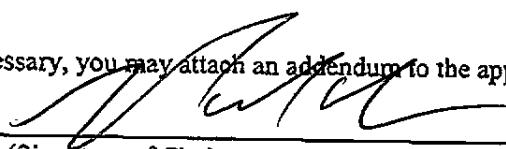
Vice President: \_\_\_\_\_

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

Secretary: Paul MahonAddress: 1110 Spring Street Silver Spring, Maryland 20910

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

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

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Paul Mahon, Secretary  
(Typed or printed name and capacity of person signing application)00 DEC 28 PM 28  
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TALLAHASSEE FLORIDA

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


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UTSC SUB ACQUISITION, 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 DECEMBER, 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

3332297 8300

AUTHENTICATION: 0878092

001649466

DATE: 12-26-00