

CT CORPORATION SYSTEM

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CORPORATION(S) NAME

PMD Group Inc.

FILED
01 FEB 20 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In		<input checked="" type="checkbox"/> Pick Up
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Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/20/01

Order#: 3509233

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

ms.
(5)
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

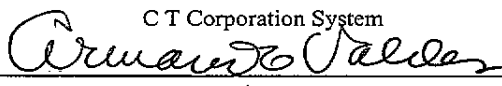
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. PMD Group Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" 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 3. 13-414 3915
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/3/2000 5. Perpetual
(Date of incorporation) (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. 65 East 55th Street, New York, NY 10022
(Principal office address)
- same
(Current mailing address)
- to engage in any lawful acts or activities permitted under the laws of the State of Florida
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: C T Corporation System
- Office Address: 1200 South Pine Island Road
- Plantation, Florida 33324
(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.

C T Corporation System

By: 
(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: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: SEE ATTACHMENT

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. _____

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

14. Christine J. Smith, Secretary

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

PMD GROUP INC.

OFFICERS AND DIRECTORS

<u>DIRECTORS</u>	<u>BUSINESS ADDRESS</u>
John L. Garcia	AEA Investors Inc. 65 East 55 th Street New York, NY 10022
Susan Schnabel	DLJ Merchant Banking Partners 277 Park Avenue New York, NY 10172
William Lovejoy	DB Capital Partners 130 Liberty Street New York, NY 10006

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<u>OFFICERS</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
John L. Garcia	President	AEA Investors Inc. 65 East 55 th Street New York, NY 10022
Susan Schnabel	Vice President and Treasurer	DLJ Merchant Banking Partners 277 Park Avenue New York, NY 10172
William Lovejoy	Vice President	DB Capital Partners 130 Liberty Street New York, NY 10006
Christine J. Smith	Secretary	AEA Investors Inc. 65 East 55 th Street New York, NY 10022
Brian R. Hoesterey	Assistant Secretary	AEA Investors Inc. 65 East 55 th Street New York, NY 10022
Kamile Salame	Assistant Secretary	DLJ Merchant Banking Partners 277 Park Avenue New York, NY 10172

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PMD GROUP 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 TENTH DAY OF JANUARY, A.D. 2001. - - -

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Secretary of State

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AUTHENTICATION: 0909034

DATE: 01-10-01