



THE UNITED STATES
CORPORATION
COMPANY

F010000001243

ACCOUNT NO. : 072100000032

REFERENCE : 065584 4338256

AUTHORIZATION :

Patricia Pizots

COST LIMIT : \$ 78.75

FILED
01 MAR -5 PM 10:02
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : March 5, 2001

ORDER TIME : 2:51 PM

ORDER NO. : 065584-005

CUSTOMER NO: 4338256

700003798877--4

CUSTOMER: Mr. Henry Rosas
Kirkland & Ellis
153 East 53rd Street
39th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: PYRAMID SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

6

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER:

np
5/5

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR -5 PM 3:19
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

00172013476



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
01 MAR -5 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned William Hickey, do hereby certify
that this Resolution of the Board of Directors of Pyramid Services, Inc.

a corporation duly organized and existing under the laws of the State of Connecticut
was duly adopted on March 5, 19 2001

Resolved, that Pyramid Services, Inc., organized
and existing in the State of Connecticut, hereby adopts the
name Pyramid Solutions International, Inc.
for use in Florida.

Dated: March 5 2001

W. Hickey
Signature of at least one director
William Hickey

BHS:9(1.55)

**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. Pyramid 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. Connecticut

(State or country under the law of which it is incorporated)

3. 06-1353650

(FEI number, if applicable)

4. 11-6-1992

(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. 39 Old Ridgebury Road, P-4, Danbury, CT 06810

(Principal office address)

39 Old Ridgebury Road, P-4, Danbury, CT 06810

(Current mailing address)

8. Consulting Company that will perform technology related services to customers.
(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 CompanyOffice Address: 1201 Hays StreetTallahassee, 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 CompanyBRIAN COURTNEY, ASST. V.P.

(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 attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: 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. _____

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

14. James Mahoney, Chief Financial Officer

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

01 MAR 5 PM 10:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIRECTORS AND OFFICERS EXHIBIT

Name	Title	Business Address
William D. Smith	Director	39 Old Ridgebury Road, P-4 Danbury, CT 06810
Jack E. Scott	Director	39 Old Ridgebury Road, P-4 Danbury, CT 06810
Michael J. McClure	Director and Treasurer	39 Old Ridgebury Road, P-4 Danbury, CT 06810
Mary Ann Palmer	Chief Executive Officer and President	39 Old Ridgebury Road, P-4 Danbury, CT 06810
John K. Conway	General Counsel and Corporate Secretary	39 Old Ridgebury Road, P-4 Danbury, CT 06810
James Mahoney	Chief Financial Officer	39 Old Ridgebury Road, P-4 Danbury, CT 06810

FILED
01 MAR -5 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

PYRAMID SERVICES, INC.

a STOCK corporation under the Connecticut General Statutes was filed
in this office on November 6, 1992.

Insofar as the records of this office reveal, the corporation is in
existence.



Secretary of the State

FILED
01 MAR -5 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date Issued: February 8, 2001