



THE UNITED STATES  
CORPORATION  
COMPANY

# FOI000001752

ACCOUNT NO. : 072100000032

REFERENCE : 096880 4354503

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pigute*

FILED  
01 MAR 30 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 29, 2001

ORDER TIME : 10:23 AM

ORDER NO. : 096880-010

CUSTOMER NO: 4354503

CUSTOMER: Ms. Shari Domow  
Piper Marbury Rudnick & Wolfe  
1251 Avenue Of The Americas  
29th Floor  
New York, NY 10020-1104

100003932551--8

## FOREIGN FILINGS

NAME: KUDELSKI ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 MAR 30 PM 3:17  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

CONTACT PERSON: Norma Hull -- EXT# 1115

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

*hxn 3/30*

APPLICATION FOR AUTHORITY  
OF  
KUDELSKI ACQUISITION CORP.

FILED  
01 MAR 30 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Under Section 607.1502 of the Florida 1989 Business Corporation Act of the State of Florida

FIRST: The name of the foreign corporation (the "Company") is Kudelski Acquisition Corp.

SECOND: The jurisdiction of the Company's organization is Delaware.

THIRD: The date of the Company's organization is March 27, 2001, and the Company shall have perpetual existence.

FOURTH: The street address of the Company's principal office is:

Kudelski Acquisition Corp.  
828 Ralph McGill Boulevard, Suite 318  
Atlanta, GA 30306

FIFTH: The current mailing address of the Company is:

Kudelski Acquisition Corp.  
828 Ralph McGill Boulevard, Suite 318  
Atlanta, GA 30306

SIXTH: Upon qualification, the Company will transact business in the State of Florida.

SEVENTH: Corporation Service Company in the State of Florida is designated as the Company's registered agent upon whom process against it may be served. The post address of the registered agent is:

Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

FILED  
01 MAR 30 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The post office address within the State of Florida to which the registered agent shall mail copy of any process against the Company served upon him or her is:

Kudelski Acquisition Corp.  
828 Ralph McGill Boulevard, Suite 318  
Atlanta, GA 30306

EIGHTH: The President, Secretary and sole director of the Company is Michael Hirschberg. His address is:

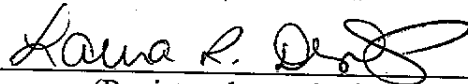
Piper Marbury Rudnick & Wolfe LLP  
1251 Avenue of the Americas  
New York, NY 10020-1104

NINTH: The nature of the business and purposes to be conducted or promoted by the Company are to engage in, carry on and conduct any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

TENTH: 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.*

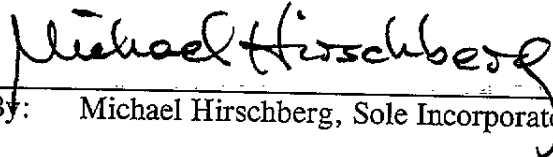
CORPORATION SERVICE COMPANY



(Registered agent's signature)

Laura R. Dunlap  
as its agent

Signed on March 28, 2001



By: Michael Hirschberg, Sole Incorporator

State of Delaware  
Office of the Secretary of State

---

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF DELAWARE, DO HEREBY CERTIFY "KUDELSKI ACQUISITION CORP." 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-NINTH DAY OF MARCH, A.D. 2001.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3373855 8300

AUTHENTICATION: 1053300

010155199

DATE: 03-29-01

FILED  
01 MAR 30 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA