

CT CORPORATION SYSTEM

F010000001986

CORPORATION(S) NAME

Sterling Semiconductor, Inc.

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500003994965--1
-04/12/01--01096--010
*****70.00 *****70.00

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

4/12/01

gjc

Order#: 4056204

Ref#: _____

Amount: \$ _____

NOT INTENDED
TO BE REFILED
SUFFICIENCY OF FILING

2001 APR 12 AM 11:55

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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

3/22 4/12

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. Sterling Semiconductor, 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. 54-1824122
(FEI number, if applicable)
4. May 1, 2000
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155,
7. 22660 Executive Drive, Suite 101, Sterling, Virginia 20166-9535
(Current mailing address)
8. to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

PETER F. SOUZA
ASSISTANT SECRETARY

(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Howard R. Curd

Address: 2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236

Vice Chairman: Robert L. Soran

Address: 2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236

Director: George J. Zulanas, Jr.

Address: 2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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TALLAHASSEE, FLORIDA

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 1 of the application)

14. Oliver J. Janney, Vice President

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

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TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Sterling Semiconductor, Inc.**

1. Howard R. Curd, Chairman
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236
2. Robert L. Soran, Vice Chairman
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236
3. Gene E. Lewis, Chief Executive Officer
22660 Executive Drive, Suite 101
Sterling, Virginia 20166-9535
4. James M. LeMunyon, President
22660 Executive Drive, Suite 101
Sterling, Virginia 20166-9535
5. George J. Zulanas, Jr., Vice President & Treasurer
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236
6. Oliver J. Janney, Vice President, General Counsel & Secretary
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236
7. Martin J. Gutfreund, Vice President
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236
8. George L. Sanchez, Assistant Treasurer
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STERLING SEMICONDUCTOR, 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 ELEVENTH DAY OF APRIL, A.D. 2001.

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

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

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01 APR 12 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3221087 8300

AUTHENTICATION: 1075386

010175991

DATE: 04-11-01