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REFERENCE : 308673 4306704

AUTHORIZATION :

Patricia Pizito

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FILED
01 JUL 31 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 30, 2001

ORDER TIME : 10:26 AM

ORDER NO. : 308673-015

CUSTOMER NO: 4306704

CUSTOMER: Gary Melhuish, Legal Asst
Fried, Frank, Harris, Shriver
1001 Pennsylvania Ave. N.W.
Suite #800
Washington, DC 20004-2505

RECEIVED
01 JUL 31 AM 11:23
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: OAG WORLDWIDE, INC.

900004509419--1

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

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

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. OAG Worldwide 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. July 20, 2001

(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. 2000 Clearwater Drive, Oak Brook, IL 60523

(Principal office address)

2000 Clearwater Drive, Oak Brook, IL 60523

(Current mailing address)

8. Any lawful act or activity

(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

(City)

, Florida 32301

(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.

Laura R. [Signature]

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Eddie Bell

Address: Courtways, Holwood Park Avenue, Keston Park, Farnborough, Kent BR6 8NG
United Kingdom

Director: Les Higgins

Address: Greenleaves, 9 Woodside Road, Cobham, Surrey KT11 2QR, United Kingdom

B. OFFICERS

President: Eddie Bell

Address: Courtways, Holwood Park Avenue, Keston Park, Farnborough, Kent BR6 8NG
United Kingdom

Vice President: _____

Address: _____

Secretary: Les Higgins

Address: Greenleaves, 9 Woodside Road, Cobham, Surrey KT11 2QR, United Kingdom

Treasurer: Les Higgins

Address: Greenleaves, 9 Woodside Road, Cobham, Surrey KT11 2QR, United Kingdom

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. Les Higgins, Secretary
(Typed or printed name and capacity of person signing application)

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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 "OAG WORLDWIDE 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 THIRTIETH DAY OF JULY, A.D. 2001.

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

FILED
01 JUL 31 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3414056 8300

AUTHENTICATION: 1269821

010369446

DATE: 07-30-01