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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DATE: 8-28-01

NAME: mtsi/vcs acquisition copr

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-08/28/01--01054--005  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 AUG 28 AM 10:32  
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ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

BK

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. MTSI/VCS Acquisition Corp.  
(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. Texas 3. Applied For  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/13/01 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. 541 Sterling Drive Richardson, Texas 75081  
(Principal office address)
- same  
(Current mailing address)
8. any lawful business  
(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: Capitol Corporate Services, Inc.
- Office Address: 1333 North Duval Street
- Tallahassee, Florida 32303  
(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.*

Bayle Wundt, asst. Sec.  
(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: P. David Spurlin

Address: 541 Sterling Drive

Richardson, Texas 75081

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: P. David Spurlin

Address: 541 Sterling Drive

Richardson, Texas 75081

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

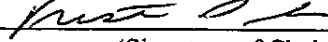
Secretary: P. David Spurlin

Address: 541 Sterling Drive Richardson, Texas 75081

Treasurer: P. David Spurlin

Address: 541 Sterling Drive Richardson, Texas 75081

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. P. David Spurlin  
(Typed or printed name and capacity of person signing application)

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Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Henry Cuellar  
Secretary of State

## Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for MTSI/VCS ACQUISITION CORP. (filing number: 800001389), a Domestic Business Corporation, was filed in this office on August 13, 2001.

It is further certified that the entity status in Texas is active.

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In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 22, 2001.



A handwritten signature of Henry Cuellar in cursive script.

Henry Cuellar  
Secretary of State