

CT CORPORATION SYSTEM

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FILED
01 OCT 19 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Igloo Acquisition Holding Corp.

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

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Name _____
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Verifier _____
W.P. Verifier _____

10/19/01

Order#: 4855574

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*****78.75 *****78.75

Ref#: _____

Amount: \$ _____

MS

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

A CCH LEGAL INFORMATION SERVICES COMPANY

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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1. Igloo Acquisition Holding 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. Delaware 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/09/2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qual
(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. 1001 West Sam Houston Parkway North, Houston, TX 77043
(Principal office address)
same
(Current mailing address)
8. To engage in any and all lawful business permitted under the laws of the United States and the State of Florida
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

C T Corporation System

By: Conni Bryan Conni Bryan, Special Asst. Secy.
(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 ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

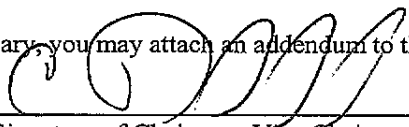
Secretary: _____

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. C. Deryl Couch, Asst. Secretary
(Typed or printed name and capacity of person signing application)

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**LIST OF OFFICERS & DIRECTORS OF
IGLOO ACQUISITION HOLDING CORP.
(a Delaware corporation)**

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TALLAHASSEE, FLORIDA

The named individuals listed below are elected or appointed officers of the Company and each holds the office of the Company set forth opposite their name, and has held such office since October 9, 2001, unless otherwise indicated. THE BUSINESS ADDRESS FOR THE FOLLOWING OFFICERS & MANAGERS IS 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486:

CO-CHAIRMAN & DIRECTOR,
CO-CEO & SECRETARY: Rodger R. Krouse

CO-CHAIRMAN & DIRECTOR,
CO-CEO & TREASURER: Marc J. Leder

VICE PRESIDENT: Clarence E. Terry
VICE PRESIDENT: Michael Kalb
VICE PRESIDENT: Kevin Calhoun
VICE PRESIDENT AND
ASSISTANT SECRETARY: C. Deryl Couch

State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
TAMMISSEE, FLORIDA
PAGE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IGLOO ACQUISITION HOLDING 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 SEVENTEENTH DAY OF OCTOBER, 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

3444323 8300

AUTHENTICATION: 1396334

010518934

DATE: 10-17-01