

FROM
Division of Corporations

(MON) 12. 3' 01 15:29/ST. 15:29/NO. 4863333819 P. 1

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Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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AL

FOREIGN PROFIT QUALIFICATION

Nitram Holdings, Inc.

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TALLAHASSEE, FLORIDA

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FROM

(MON) 12. 31 01 15:30/ST. 15:29/NO. 4863333819 P 2

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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. Nitram Holdings, 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. Applied For
(FEI number, if applicable)
- 4. November 9, 2001
(Date of incorporation)
- 5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
- 6. Upon filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 7. 5321 Hartford Street, Tampa, Florida 33619

(Current mailing address)

- 8. Holding Company
(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: Matthew J. Foster, Esquire

Office Address: 100 N. Tampa Street, Suite 2700

Tampa, Florida, 33602
(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.

Matthew J Foster, Esquire


(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

FL019 - 9/2/99 CT System Online

Matthew J. Foster, Esquire
Florida Bar # 382991
Foley & Lardner
100 N. Tampa St., Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC -8

FROM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC -3

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Edgar Davis

Address: 5321 Hartford Street, Tampa, Florida 33619

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Edgar Davis

Address: 5321 Hartford Street, Tampa, Florida 33619

Vice President: _____

Address: _____

Secretary: Edgar Davis

Address: 5321 Hartford Street, Tampa, Florida 33619

Treasurer: Edgar Davis

Address: 5321 Hartford Street, Tampa, Florida 33619

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. Edgar Davis

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

FROM

(MON) 12. 3' 01 15:30/ST. 15:29/NO. 4863333819 P 4

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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Edgar Davis, do hereby certify that this Resolution of the Board of Directors of Nitram Holdings, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on December 6, 2001.

Resolved, that Nitram Holdings, Inc., organized and existing in the State of Delaware hereby adopts the name Nitram Ownership, Inc. for use in Florida.

Dated: December 6, 2001



Signature of Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FROM

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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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "NITRAM HOLDINGS, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF NOVEMBER, A.D. 2001, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC -3



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3459575 8100

AUTHENTICATION: 1460241

010574228

DATE: 11-21-01

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