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KEVIN MACCARTHY ASSOCIATES, P.C.

ATTORNEYS AT LAW

214 EAST 52nd STREET
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By Federal Express

November 29, 2001

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-12/03/01--01005--002
*****78.75 *****78.75

Re: Certificate to Transact Business for
PACOM SYSTEMS (NORTH AMERICA) Inc.

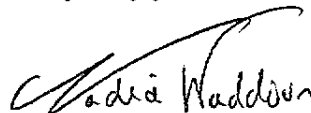
Dear Sir or Madam:

As per a telephone conversation with one of your representatives, enclosed please find a completed Application by Foreign Corporation for Authorization to Transact Business in Florida, a transmittal letter, a Certificate of Good Standing and a check in the amount of \$78.75 which represents the payment for the filing fees and a certified copy of the Certificate to Transact Business in Florida.

Please have the above-mentioned Certificate sent to this office by Federal Express as quickly as possible. Our Federal Express Account Number is 1064-1968-0.

Should you have any questions regarding the above please do not hesitate to contact us. Thank you for your prompt attention to this matter.

Very truly yours,


Nadia Kaddour

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encls.

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PACOM SYSTEMS (NORTH AMERICA), INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

KEVIN MACCARTHY, ESQ
(Name of Person)

KEVIN MACCARTHY ASSOCIATES, P.C.
(Firm/Company)

214 EAST 52nd STREET, 3rd Floor
(Address)

NEW YORK, NY 10022
(City/State and Zip code)

For further information concerning this matter, please call:

Nadia Kaddou, Esq. at (212) 752.6700
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. PACOM SYSTEMS (NORTH AMERICA) 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. 52-2336000

(FEI number, if applicable)

4. August 7, 2001

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. November 16, 2001

(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. 339 Interstate Boulevard, Sarasota, FL 34240

(Principal office address)

C/o Kevin MacCarthy Associates 214 East 52nd Street, 3rd FL New York, NY 10022

(Current mailing address)

8. All legal purposes and more particularly security systems 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: United Corporate Services, Inc.

Office Address: 9200 South Dadeland Blvd., Suite 508

Miami, Florida 33156

(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.



(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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Patrick Curran
and Director
Address: C/o Kevin MacCarthy Associates, P.C.
214 East 52nd Street, New York, NY 10022

Vice Chairman:
Address:

Director: Gregory Strohfeldt
Address: C/o Kevin MacCarthy Associates, P.C.
214 East 52nd Street New York, NY 10022

Director: Edwin Strang
Address: C/o Kevin MacCarthy Associates, P.C. 214 East 52nd Street New York, NY 10022
Director: Hywel Davies

Address: C/o Kevin MacCarthy Associates, P.C. 214 East 52nd Street, New York, NY 10022

B. OFFICERS

President: Patrick Curran
Address: C/o Kevin MacCarthy Associates, P.C. 214 East 52nd Street, 3rd Floor
New York, NY 10022

Vice President: Gregory Strohfeldt; Edwin Strang; Hywel Davies; Marc Bergeron; Michael Chilton
Address: C/o Kevin MacCarthy Associates, P.C. 214 East 52nd Street, New York NY 10022

Secretary: Kevin MacCarthy
Address: C/o Kevin MacCarthy Associates, P.C. 214 East 52nd Street, New York, NY 10022

Treasurer:
Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Kevin MacCarthy - Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kevin MacCarthy, Secretary
(Typed or printed name and capacity of person signing application)

FILED
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SECRETARY OF STATE
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 "PACOM SYSTEMS (NORTH AMERICA) 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 NINETEENTH DAY OF NOVEMBER, A.D. 2001.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1455386

DATE: 11-19-01