



# F01000006260

ACCOUNT NO. : 072100000032  
REFERENCE : 589694 7192788  
AUTHORIZATION : *Patricia Pijet*  
COST LIMIT : \$ 70.00

FILED  
01 DEC -7 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 5, 2001

ORDER TIME : 10:11 AM

ORDER NO. : 589694-005

CUSTOMER NO: 7192788

CUSTOMER: Ms. Alysia B. Transou  
Wilson Sonsini Goodrich &  
8911 Capital Of Texas Highway  
Suite 3350  
Austin, TX 78759-7247

*- Please file 1st*

900004714179--2

FOREIGN FILINGS

NAME: ELYSIUM PARTNERS MANAGEMENT, INC.

*5*

**BK**

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

RECEIVED  
01 DEC -7 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONTACT PERSON: Susie Knight -- EXT# 1156

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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1. Elysium Partners Management, 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. 74-3012156

(FEI number, if applicable)

4. August 01, 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.)

c/o Tracie Pumphrey, 8501 North Madrone Trail

7. Austin, TX 78737

(Principal office address)

8501 North Madrone Trail, Austin, TX 78737

(Current mailing address)

To engage in the transaction of all or any lawful business which a corporation may engage in under Florida law. To engage in any act or activity for which corporations may be organized.

8. activity for which corporations may be organized.

(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, Florida 32301

(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.*

Corporation Service Company

By: 

**Brian Courtney**  
**Asst. V. Pres.**

(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 attached officers/directors rider

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

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

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

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

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

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

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

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**B. OFFICERS**

President: See attached officers/directors rider

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. X 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Clifford A. Sharples, President

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

## OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Elysium Partners Management, Inc.

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TALLAHASSEE, FLORIDA

### List of Officers

**Name:** Clifford A. Sharples **Title:** President  
**Bus. Addr.:** 8501 North Madrone Trail, Austin, TX 78737

**Name:** Brian H. Sharples **Title:** Chief Executive Officer  
**Bus. Addr.:** 8501 North Madrone Trail, Austin, TX 78737

**Name:** Tracie Pumphrey **Title:** Secretary & CFO  
**Bus. Addr.:** 8501 North Madrone Trail, Austin, TX 78737

**Name:** James N. O'Neill **Title:** Vice President of Operations  
**Bus. Addr.:** 8501 North Madrone Trail, Austin, TX 78737

**Name:** Lisa W. A. Sharples **Title:** Vice President of Marketing  
**Bus. Addr.:** 8501 North Madrone Trail, Austin, TX 78737

**Name:** Kenneth L. Hilton **Title:** Vice President of Sales  
**Bus. Addr.:** 8501 North Madrone Trail, Austin, TX 78737

**Name:** Tracey L. Sharples **Title:** Vice President of Design  
**Bus. Addr.:** 8501 North Madrone Trail, Austin, TX 78737

### List of Directors

**Name:** Brian H. Sharples **Term:** Sep 01, 2002  
**Bus. Addr.:** 8501 North Madrone Trail, Austin, TX 78737

**Name:** Clifford A. Sharples **Term:** Sep 01, 2002  
**Bus. Addr.:** 8501 North Madrone Trail, Austin, TX 78737

**Name:** James O'Neill **Term:** Sep 01, 2002  
**Bus. Addr.:** 8501 North Madrone Trail, Austin, TX 78737

*State of Delaware*  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELYSIUM PARTNERS MANAGEMENT, 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 FIFTH DAY OF DECEMBER, A.D. 2001.

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

FILED  
01 DEC -7 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1484465

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DATE: 12-05-01