

CT CORPORATION

F02000000261

CORPORATION(S) NAME

Black Diamond Management, Inc.

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FILED
JAN 16 PM 12:28
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

DK

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

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DIVISION OF CORPORATION

RECEIVED

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/16/02

Order#: 5009531

Ref#: _____

Amount: \$ _____

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

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*****70.00 *****70.00

**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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SECRETARY OF STATE
FLORIDA

1. Black Diamond 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. 51-0398744

(FEI number, if applicable)

4. December 16, 1998

(Date of incorporation)

5. Perpetual

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

6. January 2, 2002

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3505 Silverside Road, 206 Plaza Centre Building

Wilmington, DE 19810

(Current mailing address)

8. Management 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: C T Corporation System

Office Address: 1200 South Pine Island Road

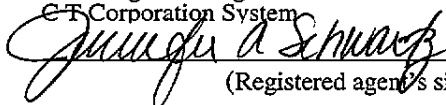
Plantation, Florida, 33324

(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



(Registered agent's signature)

Jennifer A. Schwartz
Assistant Vice President

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)

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

Chairman: and Chief Executive Officer: Robert Rothman

Address: 100 North Tampa Street, Suite 3675

Tampa, FL 33602

Vice Chairman: N/A

Address: _____

Director: Robert Rothman

Address: 100 North Tampa Street, Suite 3675

Tampa, FL 33602

Director: Kim P. Buchanan

Address: 100 North Tampa Street, Suite 3675

Tampa, FL 33602

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

President: Kim P. Buchanan

Address: 100 North Tampa Street, Suite 3675

Tampa, FL 33602

Vice President: Senior Vice President - Tax: Charles L. Beale

Address: 100 North Tampa Street, Suite 3675

Tampa, FL 33602

Secretary: and Vice President: Deanna Voss

Address: 3505 Silverside Road, 206 Plaza Centre Building

Wilmington, DE 19810

Treasurer: and Senior Vice President: John R. Garthwaite

Address: 100 North Tampa Street, Suite 3675

Tampa, FL 33602

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

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

14. Deanna Voss, Vice President and Secretary

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

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

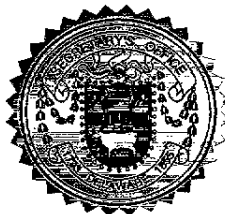
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLACK DIAMOND 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 FIFTEENTH DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
020 JAN 16 2002 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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020027321

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1559729

DATE: 01-15-02