

CT CORPORATION

F02000001542

CORPORATION(S) NAME

Benadco Holdings, Inc.

FILED
02 MAR 28 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
02 MAR 28 PM 12:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

BK

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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 checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input checked="" 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 | | |

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

3/28/02

Order#: 5222880

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*****87.50 *****87.50

Ref#: _____

Amount: \$ _____

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 TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Benadco 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. 03-0408905
(FEI number, if applicable)
4. 03/07/2002
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(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. 5200 Town Center Circle, #470, Boca Raton, FL 33486
(Principal office address)
- same
(Current mailing address)

- To engage in any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
8. (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)

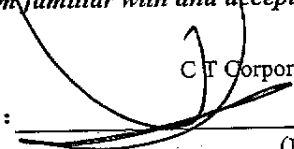
Name: C T Corporation System

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.

By: C T Corporation System

(Registered agent's signature)

PETER F. SOUZA
ASSISTANT SECRETARY

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Rodger R. Krouse

Address: 5200 Town Center Circle, #470

Boca Raton, FL 33486

Director: Marc J. Leder

Address: 5200 Town Center Circle, #470

Boca Raton, FL 33486

B. OFFICERS

SEE ATTACHMENT

President: _____

Address: _____

Vice President: Kevin J. Calhoun

Address: 5200 Town Center Circle, #470

Boca Raton, FL 33486

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)

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida

Officers & Directors

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TALLAHASSEE, FLORIDA

1. Full Name: Jeffrey Bak
Officer/Director: Officer
Officer's Title: CEO
Business Address: 5200 Town Center Circle, #470
City: Boca Raton
State: FL
ZIP Code: 33486
2. Full Name: Kevin J. Calhoun
Officer/Director: Officer
Officer's Title: VP
Business Address: 5200 Town Center Circle, #470
City: Boca Raton
State: FL
ZIP Code: 33486
3. Full Name: C. Deryl Couch
Officer/Director: Officer
Officer's Title: VP, Asst. Secretary
Business Address: 5200 Town Center Circle, #470
City: Boca Raton
State: FL
ZIP Code: 33486
4. Full Name: Gregg Fisher
Officer/Director: Officer
Officer's Title: CFO, Asst. Secretary
Business Address: 5200 Town Center Circle, #470
City: Boca Raton
State: FL
ZIP Code: 33486
5. Full Name: Steven Hulslander
Officer/Director: Officer
Officer's Title: Asst. Secretary
Business Address: 5200 Town Center Circle, #470
City: Boca Raton
State: FL
ZIP Code: 33486

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6. Full Name: David L. Kreilein
 Officer/Director: Officer
 Officer's Title: VP
 Business Address: 5200 Town Center Circle, #470
 City: Boca Raton
 State: FL
 ZIP Code: 33486
7. Full Name: Rodger R. Krouse
 Officer/Director: Officer, Director
 Officer's Title: VP, S
 Director's Title: Other Director
 Business Address: 5200 Town Center Circle, #470
 City: Boca Raton
 State: FL
 ZIP Code: 33486
8. Full Name: Marc J. Leder
 Officer/Director: Officer, Director
 Officer's Title: VP, T
 Director's Title: Other Director
 Business Address: 5200 Town Center Circle, #470
 City: Boca Raton
 State: FL
 ZIP Code: 33486
9. Full Name: M. Steven Liff
 Officer/Director: Officer
 Officer's Title: VP
 Business Address: 5200 Town Center Circle, #470
 City: Boca Raton
 State: FL
 ZIP Code: 33486
10. Full Name: Arthur Schultz
 Officer/Director: Officer
 Officer's Title: EVP
 Business Address: 5200 Town Center Circle, #470
 City: Boca Raton
 State: FL
 ZIP Code: 33486
11. Full Name: Clarence E. Terry
 Officer/Director: Officer
 Officer's Title: VP
 Business Address: 5200 Town Center Circle, #470
 City: Boca Raton
 State: FL
 ZIP Code: 33486

12.

Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code:

J. Steven Wilson
Officer
Senior VP
5200 Town Center Circle, #470
Boca Raton
FL
33486

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Delaware

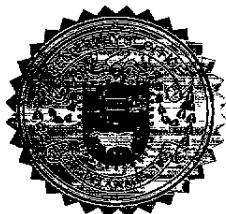
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BENADCO HOLDINGS, 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 TWENTY-FIFTH DAY OF MARCH, A.D. 2002.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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020193878

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1685639

DATE: 03-25-02