

F02000001722

CT CORPORATION

CORPORATION(S) NAME

QTI Acquisition Corp.

02 APR -8 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

<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 checked="" type="checkbox"/> CUS
		Need 2 Please
<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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RECEIVED

Name	Name
Availability	Availability
Document	
Examiner	DCC
Updater	
Verifier	
W.P. Verifier	
Updater	
Verifier	
Adm. Judgement	DCC

4/8/02

Order#: 5245651

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-04/08/02--01001--010

Ref#: *****87.50 *****87.50

Amount: \$

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

F02000001722

A CCH LEGAL INFORMATION SERVICES COMPANY

5 pages

**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. QTI Acquisition Corp.
(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 3. 36-4489824
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 01/29/2002 5. Perpetual
(Date of incorporation) (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)
6400 Congress Ave., #2000 Boca Raton, FL 33487
(Current mailing address)
8. Distribution & inventory logistics management.
(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
PETER F. SOUZA
ASSISTANT SECRETARY
(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 ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

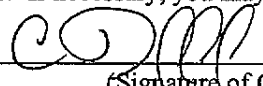
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. C. Deryl Couch, Vice President
(Typed or printed name and capacity of person signing application)

**LIST OF OFFICERS & DIRECTORS OF
QTI ACQUISITION CORP.
(a Delaware corporation)**

The named individuals listed below are elected or appointed officers of the Company and each holds the office of the Company set forth opposite their name, and has held such office since January 31, 2002, unless otherwise indicated.

DIRECTOR, CO-CEO & SECRETARY:	Rodger R. Krouse
DIRECTOR, CO-CEO & TREASURER:	Marc J. Leder
DIRECTOR and VICE PRESIDENT:	Clarence E. Terry
VICE PRESIDENT:	M. Steven Liff
VICE PRESIDENT:	Kevin Calhoun
VICE PRESIDENT:	David Kreilein
VICE PRESIDENT AND ASSISTANT SECRETARY:	C. Deryl Couch

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All officers and directors are located at:

5200 Town Center Circle, Suite 470
Boca Raton, Florida 33486

Delaware

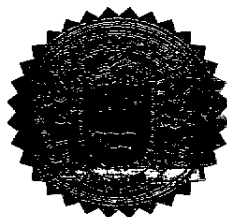
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QTI ACQUISITION CORP." 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 FOURTH DAY OF APRIL, A.D. 2002.

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

FILED
02 APR -8 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3485821 8300

020215804

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1702379

DATE: 04-04-02