

CT CORP. SYSTEM

**F02000002484**

CORPORATION(S) NAME

AEGIS Wholesale Corporation

FILED  
02 MAY 17 PM 4:28  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

<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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Name \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

5/17/02

Order#: 5314288

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Ref#: \_\_\_\_\_

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Amount: \$ -05/17/02 --01057 --028  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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.*

1. AEGIS Wholesale Corporation  
(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. 77-0589888  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 04/23/2002 5. Perpetual  
(Date of incorporation) (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.))
7. 11111 Wilcrest Green, Ste. 250, Houston, TX 77042  
(Principal office address)
- same  
(Current mailing address)
8. Mortgage Lending  
(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  
*Victor Alfano*  
(Registered agent's signature)

**Victor Alfano**  
**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 SEE ATTACHMENT

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

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

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

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

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

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

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

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

B. OFFICERS SEE ATTACHMENT

President: D. Richard Thompson

Address: 11111 Wilcrest Green, Ste. 250

Houston, TX 77042

Vice President: Michael M. Massella

Address: 11111 Wilcrest Green, Ste. 250

Houston, TX 77042

Secretary: Michael C. Balog, EVP

Address: 11111 Wilcrest Green, Ste. 250 Houston, TX 77042

Treasurer: Stuart D. Marvin

Address: 11111 Wilcrest Green, Ste. 250 Houston, TX 77042

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

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

14. Michael C. Balog, EVP, 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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1. Full Name: D. Richard Thompson  
Officer/Director: Officer, Director  
Officer's Title: President & CEO  
Business Address: 11111 Wilcrest Green, Ste. 250  
City: Houston  
State: TX  
ZIP Code: 77042
2. Full Name: Michael M. Massella  
Officer/Director: Officer  
Officer's Title: EVP  
Business Address: 11111 Wilcrest Green, Ste. 250  
City: Houston  
State: TX  
ZIP Code: 77042
3. Full Name: Stuart D. Marvin  
Officer/Director: Officer, Director  
Officer's Title: EVP / Treasurer  
Business Address: 11111 Wilcrest Green, Ste. 250  
City: Houston  
State: TX  
ZIP Code: 77042
4. Full Name: Michael C. Balog, EVP  
Officer/Director: Officer, Director  
Officer's Title: EVP / Secretary  
Business Address: 11111 Wilcrest Green, Ste. 250  
City: Houston  
State: TX  
ZIP Code: 77042

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MAY 17 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

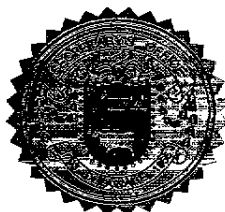
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AEGIS WHOLESALE CORPORATION" 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 FOURTEENTH DAY OF MAY, A.D. 2002.

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

FILED  
02 MAY 17 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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020305960

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1775498

DATE: 05-14-02