

# F02000003511

CT CORPORATION

CORPORATION(S) NAME

Taunus Corporation

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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 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 \_\_\_\_\_  
Availability \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

7/9/02

Order#: 5468131

100006278681--8

-07/09/02--01047--016

Ref#: \*\*\*\*\*70.00 \*\*\*\*\*70.00

100006278681--8

Amount: \$ -07/09/02--01047--017  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

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

J. BRYAN JUL - 9 2002

**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. TAUNUS 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

(State or country under the law of which it is incorporated)

3. 13-4060471

(FEI number, if applicable)

4. May 4, 1999

(Date of incorporation)

5. Perpetual

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

6. June 1, 2002

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

7. 31 West 52nd Street, Mail Stop NYC09-0810

New York, NY 10019

(Current mailing address)

8. Holding 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

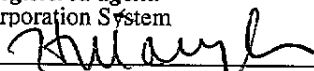
Plantation, Florida, 33324

(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)

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)

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

~~Chairman:~~ Douglas R. Barnard

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

Address: 31 West 52nd Street, New York, NY 10019

~~Vice Chairman:~~ Thomas A. Curtis

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

Address: 31 West 52nd Street, New York, NY 10019

**Director:** Richard W. Ferguson

Address: 31 West 52nd Street, New York, NY 10019

**Director:** Seth H. Waugh

Address: 31 West 52nd Street, New York, NY 10019

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

**President:** Seth H. Waugh, President and Chief Executive Officer

Address: 31 West 52nd Street, New York, NY 10019

~~Vice President:~~ Thomas A. Curtis, Managing Director

Address: 31 West 52nd Street, New York, NY 10019

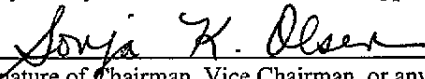
**Secretary:** James T. Byrne, Jr.

Address: 31 West 52nd Street, New York, NY 10019

**Treasurer:** Richard W. Ferguson, Managing Director and Treasurer

Address: 31 West 52nd Street, New York, NY 10019

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

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

14. Sonja K. Olsen, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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Attachment to Item 12 B.

Managing Director and Chief Financial Officer

Douglas R. Barnard  
31 West 52<sup>nd</sup> Street, New York, NY 10019

Director and Assistant Treasurer

John Cipriani  
31 West 52<sup>nd</sup> Street, New York, NY 10019

Assistant Secretary

Sonja K. Olsen

31 West 52<sup>nd</sup> Street, New York, NY 10019

Assistant Secretary

James O. Wilhelm  
31 West 52<sup>nd</sup> Street, New York, NY 10019

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# Delaware

*The First State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TAUNUS 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 EIGHTH DAY OF JULY, A.D. 2002.

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

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

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