

F02000003786

CT CORPORATION

CORPORATION(S) NAME

OEP Imaging Operating Corporation

02 JUL 24 AM 11:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

FILED

02 JUL 24 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<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
<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		

02 JUL 24 AM 11:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

Name	7/24/02
Availability	
Document	
Examiner	
Updater	DCC
Verifier	
W.P. Verifier	DCC
Updater	
Verifier	DCC
640 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615	

Order#: 5496302

Ref#:

Amount: \$

600006618396 --- 7
-07/24/02--01011--009
*****78.75 *****78.75

F02000003786

**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. OEP IMAGING OPERATING 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. 22-3856546

(FEI number, if applicable)

4. JUNE 6, 2002

(Date of incorporation)

5. PERPETUAL

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

6. JULY 29, 2002

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

7. c/o ONE EQUITY PARTNERS LLC; 320 PARK AVENUE, 18TH FLOOR; NEW YORK, NY 10022

(Current mailing address)

02 JUL 24 PM 2:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of FI
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

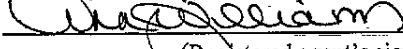
Plantation, Florida, 33324

(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.

CT Corporation System



(Registered agent's signature)

ANN J. WILLIAMS

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: RICHARD CASHIN

Address: c/o ONE EQUITY PARTNERS LLC; 320 PARK AVENUE, 18TH FLOOR
NEW YORK, NY 10022

Director: _____

Address: _____

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

President: CHARLES AUSTER

Address: c/o ONE EQUITY PARTNERS LLC; 320 PARK AVENUE, 18TH FLOOR
NEW YORK, NY 10022

Vice President: _____

Address: _____

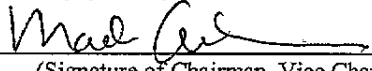
Secretary: MARK AMRHEIN

Address: c/o ONE EQUITY PARTNERS LLC; 320 PARK AVENUE, 18TH FLOOR
NEW YORK, NY 10022

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. MARK AMRHEIN, SECRETARY
(Typed or printed name and capacity of person signing application)

FILED
02 JUL 24 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

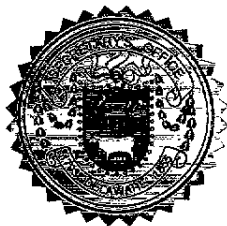
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OEP IMAGING OPERATING 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 NINETEENTH DAY OF JULY, A.D. 2002.

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

02 JUL 24 PM 2:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3534376 8300

020464575

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1894206

DATE: 07-19-02