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DIVIDION OF CORPORATION

DIVIDION OF CORPORATION

J. BRYAN DEC 1 2 2002

TRANSMITTAL LETTER

	ion Section of Corporations
SUBJECT: _	MFXchange US, Inc.
	(Name of corporation - must include suffix)
Dear Sir or Ma	m:
	pplication by Foreign Corporation for Authorization to Transact Business in Florida", xistence", and check are submitted to register the above referenced foreign corporation ess in Florida.
Please return a	correspondence concerning this matter to the following:
	Valerie J. Gasparik
	(Name of Person)
	Crum&Forster
	(Firm/Company)
	305 Madison Avenue
	(Address)
	Morristown, NJ 07962
	(City/State and Zip code)
For further info	mation concerning this matter, please call:
Sonia	onopi at (973) 490-6846
·· (Name	of Person) (Area Code & Daytime Telephone Number)
STREET ADI Registration So Division of Co 409 E. Gaines Tallahassee, F. Enclosed is a co	tion Registration Section porations Division of Corporations p.O. Box 6327
▼ \$70.00 Filis	Fee S \$78.75 Filing Fee & S \$78.75 Filing Fee & S \$87.50 Filing Fee, Certificate of Status Certified Copy Certificate of Status & Certified Copy

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.

MFXchange US, Inc.	
(Name of corporation; must include the word "INCORPOR words or abbreviations of like import in language as will cle natural person or partnership if not so contained in the name	I clearly indicate that it is a corporation instead of a
2. Delaware	3 01-0748234 是
(State or country under the law of which it is incorporated)	d) (FEI number, if applicable)
4 October 17, 2002	d) (FEI number, if applicable) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")
(Date of incorporation)	(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification	
	has not transacted business in Florida, insert "upon qualification."
	07.1501, 607.1502 and 817.155, F.S.)
7. 5 Century Drive, Suite 200, Parsip	rippany, NJ 07054
(Principal office	
same as above	Segue to the season of the sea
(Current mailing	
· · · · · ·	
8. Any lawful act or activity under De	Delaware General Corporation Law.
(Purpose(s) of corporation authorized in home state of	
9. Name and street address of Florida registered age	agante (D.O. Roy or Mail Dron Roy NOT accentable)
9. Name and street address of Fiorida registered age	agent: (F.O. box of Mail Drop box 1101 acceptance)
Name: Corporation Service Compan	pany your sales as a second of the second of
Office Address: 1201 Hays Street	<u> Santa La Gregoria de la Carte de Santa de Carte de Cart</u>
Tallahassee	, Florida 32301
(City)	(Zip code)
40.50.11	

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.

Jacqueline N. Casper (Registered agent's signature) Assistant Vice President

Corporation Service Company
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:

Chairman:	Raymond A. Roy		· 4- · · · · · · · · · · · · · · · · · ·	<u> </u>	۽ د اش
Address:	5 Century Drive, Suite 200		<u> </u>	<u>. 1822</u>	* .;
	Parsippany, NJ 07054	. vý.		. 9	<u> </u>
Vice Chairman:	David L. McDonough	•		Eg	图了
Address:	5 Century Drive, Suite 200	<u>.</u>		70	
	Parsippany, NJ 07054			S	湯至
Director:	Ronald Schokking			•	CE.
Address:	95 Wellington Street West, Suite	800			925
	Toronto, Ontario, Canada M5J 21	- 17			
Director:					
Address:					
7.467.033.					
Address:	Raymond A. Roy 5 Century Drive, Suite 200	-			· .*
Address.	Parsippany, NJ 07054		•		
Vice President:					
٠.		* 			
Address:	Parsippany, NJ 07054	<u> </u>			
. <u>-</u>	Valerie J. Gasparik		<u> </u>		<u> </u>
Secretary:	305 Madison Avenue, Morristown, NJ	T 07962			
Address: Vice Pres.	_	7 07302		<u></u>	<u>-</u>
XXXXXXXX				<u></u>	
Address:	95 Wellington Street West, Suite			nada M5J	2N7
ice Pres.	 John Cassil, 5205 N. O'Connor Blacessary, you may attach an addendum to the application. 		_	and/or direc	rtore
TIME TO THE TENTO	and a second and a second and a second and approximate the approximation and a second a second and a second and a second and a second and a second a second and a	action moting aut	recorder chilonia	micror cares	1010.
	MIII Stense				
13.	(Signature of Chairman, Vice Chairman, or any	officer listed in	number 12 of th	ne application	n)

(Typed or printed name and capacity of person signing application)

· :<u>:</u>7

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MFXCHANGE US, 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 THIRD DAY OF DECEMBER, A.D. 2002.

FILED
2002 DEC 11 AM 9: 23
2002 DEC 11 AM 9: 23
DIYALIAHASSEE, FLORIDA



Warriet Smith Windson, Secretary of State

AUTHENTICATION: 2121708

DATE: 12-03-02

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