

F02000006349

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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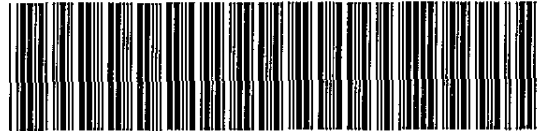
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

12/23 FOR WRD

Resolution

Office Use Only



100009151561

MJH

RECEIVED
02 DEC 23 AM 11:50
DIVISION OF CORPORATION

FILED
02 DEC 23 PM 3:43
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 862468 4320611

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pigato

ORDER DATE : December 23, 2002

ORDER TIME : 10:42 AM

ORDER NO. : 862468-010

CUSTOMER NO: 4320611

CUSTOMER: Ms. Janell Nelson
Alzheimer & Gray
10 South Wacker Drive
Suite 4000
Chicago, IL 60606

FOREIGN FILINGS

NAME: SERCO MANAGEMENT SERVICES,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore -- EXT# 1147

EXAMINER: _____

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Stephen T. Christmas, do hereby certify that this Resolution of the Board of Directors of Serco Management Services, Inc. a corporation duly organized and existing under the laws of the State of Tennessee, was duly adopted on November 26, 2002.

Be it resolved, that Serco Management Services, Inc. organized and existing in the State of Tennessee hereby adopts the name Serco Management, Inc. for use in the State of Florida.

Date:



Stephen T. Christmas, Vice President

**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. Serco Management Services, Inc.
(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. Tennessee 3. 62-1578640
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/30/94 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. 633 East Vine Street, Murfreesboro, TN 37130
(Principal office address)

633 East Vine Street, Murfreesboro, TN 37130
(Current mailing address)

8. Air Traffic Control Services
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company

Laura D. Muder
(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.

FILED
02 DEC 23 PM 3:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12: Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

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.  Vice President

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

14. Stephen T. Christmas/Vice President

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

EXHIBIT A

OFFICERS/DIRECTORS LIST

Officers:

President:

Mike Henry
20 E. Clementon Road
Gibbsboro, NJ 08026

Vice President:

Stephen Christmas
633 E. Vine Street
Murfreesboro, TN 37130

Secretary:

Steve Gill
20 E. Clementon Road
Gibbsboro, NJ 08026

Directors:

Mike Henry
20 E. Clementon Road
Gibbsboro, NJ 08026

Phil Edwards
20 E. Clementon Road
Gibbsboro, NJ 08026

Steve Gill
20 E. Clementon Road
Gibbsboro, NJ 08026

Stephen Christmas
633 E. Vine Street
Murfreesboro, TN 37130

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 12/18/2002
REQUEST NUMBER: 02352181
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 08/30/1994
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0283219
JURISDICTION: TENNESSEE

TO:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

REQUESTED BY:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"SERCO MANAGEMENT SERVICES, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FOR: REQUEST FOR CERTIFICATE

ON DATE: 12/18/02

FROM:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00003181776
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE