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**CT CORPORATION**

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CLERK OF THE STATE  
TALLAHASSEE, FLORIDA

January 24, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5771125 SO  
Customer Reference 1: NONE  
Customer Reference 2: NONE

Dear Secretary of State, Florida:

Please file the attached:

WPI Acquisition Corp (DE)  
Qualification  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

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

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

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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. WPI Acquisition Corp.  
(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. Applied For  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 10, 2003 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. c/o FCP Investors, Inc.  
(Principal office address)  
601 N. Ashley Drive, Suite 500, Tampa, Florida 33602  
(Current mailing address)
8. Any lawful act or activity permitted by law.  
(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.*

C T Corporation System

By: \_\_\_\_\_

(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 business addresses of officers and/or directors:

**A. DIRECTORS**

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

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COUNTY OF FLORIDA  
TALLAHASSEE, FLORIDA

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

Director: Felix J. Wong  
Address: c/o FCP Investors, Inc.  
601 N. Ashley Drive, Suite 500, Tampa, Florida 33602

Director: Peter B. Franz  
Address: c/o FCP Investors, Inc.  
601 N. Ashley Drive, Suite 500, Tampa, Florida 33602

**B. OFFICERS**

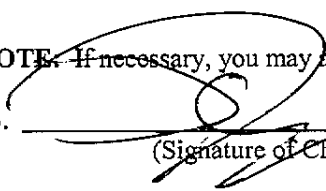
President: Felix J. Wong  
Address: c/o FCP Investors, Inc.  
601 N. Ashley Drive, Suite 500, Tampa, Florida 33602

Vice President: Peter B. Franz  
Address: c/o FCP Investors, Inc.  
601 N. Ashley Drive, Suite 500, Tampa, Florida 33602

Assistant  
Secretary: Peter B. Franz  
Address: c/o FCP Investors, Inc., 601 N. Ashley Drive, Suite 500, Tampa, Florida 33602

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. Felix J. Wong, President  
(Typed or printed name and capacity of person signing application)

# Delaware

*The First State*

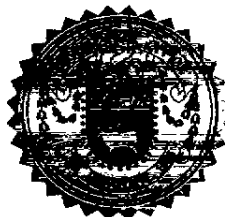
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DELAWARE STATE  
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WPI ACQUISITION CORP." 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 TWENTY-FIRST DAY OF JANUARY, A.D. 2003.

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



3613258 8300

030039911

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2214307

DATE: 01-21-03