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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Requestor's Name)

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(City/State/Zip/Phone #)

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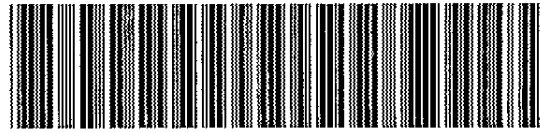
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS

CT CORPORATION

February 12, 2003

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Re: Order #: 5786372 SO  
Customer Reference 1: None given  
Customer Reference 2: Rudolph

Dear Secretary of State, Florida:

Please file the attached:

ATI SYSTEMS INTERNATIONAL, INC. (CA)  
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**

*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.*

FILE  
03 FEB 12 P.  
SECRETARY OF  
TALLAHASSEE, FL

1. ATI Systems International, 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. California 3. 91-1510854  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 1, 1947 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. 3280 E. Foothill Blvd., #290, Pasadena, CA 91107  
(Principal office address)  
3280 E. Foothill Blvd., #290, Pasadena, CA 91107  
(Current mailing address)
8. Ownership and rental of real estate.  
(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: David I. Farber DAVID I. FARBER  
ASSISTANT SECRETARY  
(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: Please see attached list

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

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

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

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

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

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

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

B. OFFICERS

President: Please see attached list

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

Vice President: \_\_\_\_\_

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

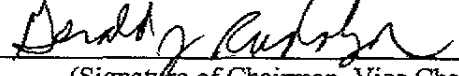
Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

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

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

14. Gerald J. Rudolph, Vice President & CFO  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ATI Systems International, Inc.**  
EIN 95-1510854

ADDRESS

3220 Winona Ave.  
Burbank, CA 91504-2544

1612 West Pico Blvd.  
Los Angeles, CA 90015

3280 E Foothill Blvd, Suite 290  
Pasadena, CA 91107

3280 E Foothill Blvd, Suite 290  
Pasadena, CA 91107

3280 E Foothill Blvd, Suite 290  
Pasadena, CA 91107

3280 E Foothill Blvd, Suite 290  
Pasadena, CA 91107

4700 Empire Avenue  
Burbank, CA 91505

3280 E Foothill Blvd, Suite 290  
Pasadena, CA 91107

3280 E Foothill Blvd, Suite 290  
Pasadena, CA 91107

ADDRESS

1612 West Pico Blvd.  
Los Angeles, CA 90015

3220 Winona Ave.  
Burbank, CA 91504-2544

1612 West Pico Blvd.  
Los Angeles, CA 90015

OFFICERS

President/CEO

Chairman of the Board/Secretary

Vice President/Chief Financial Officer

Vice President/Asst. Secretary/ General Counsel

Vice President of Employee Relations

Assistant Secretary

Vice President of Taxes

Vice President - Corporate Controller

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TALLAHASSEE, FLORIDA

Richard R. Irvin

Robert G. Irvin

Gerald J. Rudolph

Mark V. Livingston

Linda Slattery

Gary S. Richards

Agnes Y. Rudolph

A. Duncan Longworth

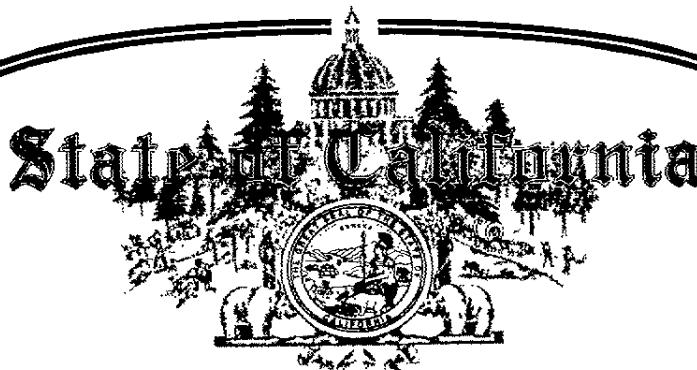
DIRECTORS

Robert G. Irvin

Richard R. Irvin

Betty Irvin

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECRETARY OF STATE**  
**CERTIFICATE OF STATUS**  
**DOMESTIC CORPORATION**

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **1ST day of MAY, 1947, ATI SYSTEMS INTERNATIONAL, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of **February 11, 2003.**



*Kevin Shelley*  
KEVIN SHELLEY  
Secretary of State