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HODGSON RUSS LLP

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Florida Department of State
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Thales, Inc.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
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03 SEP -5 PM12:40
DIVISION OF CORPORATION

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9-50

**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. Thales, 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. Vermont 3. 03-0358172
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 2, 1998 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 817.153, F.S.)
7. 3100 N. Ocean Blvd., Unit 408, Fort Lauderdale, Florida 33308
(Principal office address)
3100 N. Ocean Blvd., Unit 408, Fort Lauderdale, Florida 33308
(Current mailing address)
8. Investment Company
(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: Gary F. Seelinger
Office Address: 3100 N. Ocean Blvd., Unit 408
Fort Lauderdale, Florida 33308
(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.

Gary F. Seelinger

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.

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SEP 5 2003 11:45
41. 11/11/03 11:45

11/05/2003 11:45

12. Names and business addresses of officers and/or directors:**A. DIRECTORS**Chairman: Gary F. SeelingerAddress: 3100 N. Ocean Blvd., Unit 408, Fort Lauderdale, Florida 33308

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: Gary F. SeelingerAddress: 3100 N. Ocean Blvd., Unit 408, Fort Lauderdale, Florida 33308

Vice President: _____

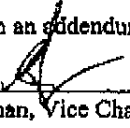
Address: _____

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. Gary F. Seelinger, President/Director
(Typed or printed name and capacity of person signing application)

STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Certificate of Good Standing

*I, Deborah L. Markowitz, Secretary of State of the State of Vermont, do hereby certify that
according to the records of this office*

THALES, INC.

a corporation formed under the laws of the State of Vermont

was filed for record in this office on May 2, 1998

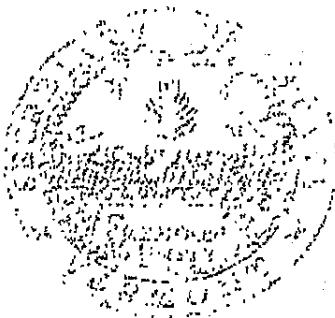
*I further certify that the corporation has perpetual duration, that its most recent annual report is on
file and that articles of dissolution have not been filed.*

August 21, 2003

*Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital*



*Deborah L. Markowitz
Secretary of State*



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TOTAL P.04