

Division of Corporations

F03000004988

Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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FOREIGN PROFIT QUALIFICATION

Innaphase Corporation

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JB
10-7-03

**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. InnaPhase Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 23-2960391

(FEI number, if applicable)

4. April 21, 1998

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. July 3, 2003

(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. 1601 Cherry Street, Suite 1200, Philadelphia, PA 19102

(Principal office address)

see above

(Current mailing address)

8. Any lawful purpose

(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

(City)

, Florida

33324

(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.


(Registered agent's signature)

**JAMES NEWSOME
SPECIAL ASSISTANT SECRETARY**

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:

03 OCT -7 AM 10:45

A. DIRECTORS

Chairman: Peter J.D. Ryan

Address: 1711 Rittenhouse Square

Philadelphia, PA 19103

Vice Chairman: _____

Address: _____

Director: Joanne S. Webber

Address: 1601 Cherry Street, Suite 1200

Philadelphia, PA 19102

Director: Howard Ross

Address: 1811 Chestnut Street

Philadelphia, PA 19103

B. OFFICERS

President: Joanne S. Webber

Address: 1601 Cherry Street, Suite 1200

Philadelphia, PA 19102

Vice President: William J. Tobia

Address: 1601 Cherry Street, Suite 1200

Philadelphia, PA 19102

Secretary: Peter J. Brennan

Address: 1601 Cherry Street, Suite 1200

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Peter J. Brennan, Secretary

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

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PAGE 1

The First State

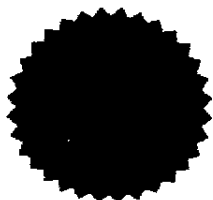
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INNAPHASE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

2880378 8300

030619362



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2654873

DATE: 09-25-03