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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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CT CORPORATION

October 27, 2003

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

FILED
03 OCT 28 PM 2:55
STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5961856 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

MSRA Holdings, Inc. (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,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@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.

1. **MSRA Holdings, Inc.**

(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. **59-3544233**

(FEI number, if applicable)

4. **2/10/98**

(Date of incorporation)

5. **"perpetual"**

(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. **8659 Baypine Rd. Suite 300 Jacksonville, Florida 32256**

(Principal office address)

8659 Baypine Rd. Suite 300 Jacksonville, Florida 32256

(Current mailing address)

8. **Mortgage Banking**

(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: **CT Corporation**

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.

PETER F. SOUZA
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: Gary B. Klinger

Address: 8659 Baypine Rd. Suite 300

Jacksonville, Florida

Vice Chairman: Vice President, Treasurer - Robert F. Schleiter, Jr.

Address: 8659 Baypine Rd. Suite 300

Jacksonville, Florida 32256

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Gary B. Klinger

Address: 8659 Baypine Rd. Suite 300

Jacksonville, Florida 32256

Vice President: Treasurer & Secretary - Robert F. Schleiter, Jr.

Address: 8659 Baypine Rd. Suite

Jacksonville, Florida 32256

Secretary: _____

Address: _____

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. Gary B. Klinger - Chief Executive officer

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

Delaware

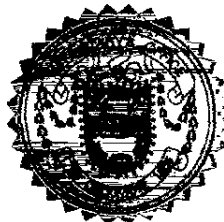
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MSRA HOLDINGS, INC." 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-FOURTH DAY OF OCTOBER, 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.



2852224 8300

030685440

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2710579

DATE: 10-24-03