

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FOREIGN PROFIT QUALIFICATION

Broadspire Management Services, Inc.

Certificate of Status	0
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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11-18-03

**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. Broadspire Management Services, 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. DE

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

3. 20-0100330

(FEI number, if applicable)

4. 7/1/2003

(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. 2049 Century Park E, Suite 2700, Los Angeles, CA 90067

(Principal office address)

2049 Century Park E, Suite 2700, Los Angeles, CA 90067

(Current mailing address)

8. management services

(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: [Signature]

(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: Tom T. Gores

Address: 2049 Century Park E, Suite 2700, Los Angeles, CA 90067

Vice Chairman: _____

Address: _____

Director: Eva M. Kalawski

Address: 2049 Century Park E, Suite 2700, Los Angeles, CA 90067

Director: _____

Address: _____

B. OFFICERS

President: Tom T. Gores

Address: 2049 Century Park E, Suite 2700, Los Angeles, CA 90067

Vice President: William M. Foltz, Jr.

Address: 2049 Century Park E, Suite 2700, Los Angeles, CA 90067

Secretary: Eva M. Kalawski

Address: 2049 Century Park E, Suite 2700, Los Angeles, CA 90067

Treasurer: Robert J. Joubran / Mark Reader

Address: 2049 Century Park E, Suite 2700, Los Angeles, CA 90067

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

13. Mark Reader
(Signature of Director or Officer listed in number 12 of the application)

14. Mark Reader, Asst. Treasurer
(Typed or printed name and capacity of person signing application)

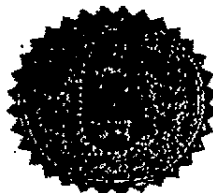
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROADSPIRE MANAGEMENT SERVICES, 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 TWELFTH DAY OF NOVEMBER, A.D. 2003.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2743897

DATE: 11-12-03