

DEC 23 2003 11:14AM

CORPORATION SERVICE COMPANY

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FOREIGN PROFIT QUALIFICATION

K2M DESIGN, INC.

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CORPORATION SVC CO

H030003 NO. 690 3 P. 2

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTRAR A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. K2M DESIGN, INC.

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

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

2. OHIO

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

3. 34-1964456

(FEI number, if applicable)

4. AUGUST 31, 2001

(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 SECTION 607.1501, 607.1502, and 817.155, F.S.)

7. 408 WEST ST. CLAIR AVENUE, SUITE 230, CLEVELAND, OHIO 44113

(Principal office address)

408 WEST ST. CLAIR AVENUE, SUITE 230, CLEVELAND, OHIO 44113

(Current mailing address)

8. ARCHITECTURE

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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 that 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.*

Corporation Service Company

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

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 address of officers and/or directors:

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Mr. Scott C. Maloney
Address: 408 W. St. Clair Avenue, Suite 230
Cleveland, Ohio 44113

Vice Chairman: Mr. Harry D. Keagler
Address: 408 W. St. Clair Avenue, Suite 230
Cleveland, Ohio 44113

Director: Mr. Scott C. Maloney
Address: 408 W. St. Clair Avenue, Suite 230
Cleveland, Ohio 44113

Director: Mr. Harry D. Keagler
Address: 408 W. St. Clair Avenue, Suite 230
Cleveland, Ohio 44113

B. OFFICERS

President: Mr. Scott C. Maloney
Address: 408 W. St. Clair Avenue, Suite 230
Cleveland, Ohio 44113

Vice President: Mr. Harry D. Keagler
Address: 408 W. St. Clair Avenue, Suite 230
Cleveland, Ohio 44113

Secretary: Mr. Harry D. Keagler
Address: 408 W. St. Clair Avenue, Suite 230
Cleveland, Ohio 44113

Treasurer: Mr. Scott C. Maloney
Address: 408 W. St. Clair Avenue, Suite 230
Cleveland, Ohio 44113

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13. Harry D. Keagler
(Signature of Director or Officer listed in number 12 of the application)
14. Harry D. Keagler, Vice President
(Typed or printed name and capacity of person signing application)

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show K2M DESIGN, INC., an Ohio corporation, Charter No. 1250579, having its principal location in Cleveland, County of Cuyahoga, was incorporated on August 31, 2001 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 23rd day of December, A.D. 2003*

J. Kenneth Blackwell

Ohio Secretary of State

Validation Number: V2003357D4E2D2