

F04000000260

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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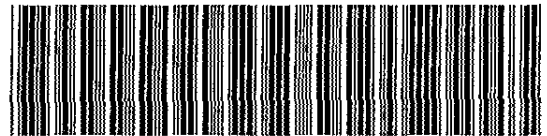
(Business Entity Name)

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DIVISION OF CORPORATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 394028 5172388
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 70.00

04 JAN 15 PM 12:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 13, 2004

ORDER TIME : 10:03 AM

ORDER NO. : 394028-020

CUSTOMER NO: 5172388

CUSTOMER: Tami Mcguirt
Gores Technology Group
Suite 1805
10877 Wilshire Boulevard
Los Angeles, CA 90024

FOREIGN FILINGS

NAME: GORES ASSET HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

**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

04 JAN 15 PM 12:15
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TALLAHASSEE, FLORIDA

1. Gores Asset 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. 20-0328763

(FEI number, if applicable)

4. August 6, 2003

(Date of incorporation)

5. Perpetual

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

6. January 23, 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. 6260 Lookout Road, Boulder, Colorado 80301

(Principal office address)

10877 Wilshire Blvd., Suite 1805, Los Angeles, California 90024

(Current mailing address)

8. Internet, data, web hosting, network and communication 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: 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 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.

Corporation Service Company

Vincent S. Smith

(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

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 Director or Officer listed in number 12 of the application)

14. Eric Hattler, Vice President and Secretary

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

**Gores Asset Holdings, Inc.
Directors and Officers Rider**

**Gores Asset Holdings, Inc.,
a Delaware corporation**

<u>Name</u>	<u>Position(s)</u>
Alec E. Gores 10877 Wilshire Boulevard, Suite 1805 Los Angeles, California 90024	Chairman and Director
Vance W. Diggins 6260 Lookout Road Boulder, Colorado 80301	Vice Chairman
Eric R. Hattler 10877 Wilshire Boulevard, Suite 1805 Los Angeles, California 90024	Vice President and Secretary
Brent D. Bradley 10877 Wilshire Boulevard, Suite 1805 Los Angeles, California 90024	Vice President and Assistant Secretary
David L. McEvoy 10877 Wilshire Boulevard, Suite 1805 Los Angeles, California 90024	Vice President and Assistant Secretary
Catherine B. Scanlon 6260 Lookout Road Boulder, Colorado 80301	Vice President and Assistant Secretary
David M. McGovern 10877 Wilshire Boulevard, Suite 1805 Los Angeles, California 90024	Vice President

Delaware

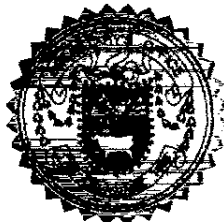
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GORES ASSET 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 EIGHTH DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GORES ASSET HOLDINGS, INC." WAS INCORPORATED ON THE SIXTH DAY OF AUGUST, A.D. 2003.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2856858

DATE: 01-08-04