

01/30/2004 13:33 FAX 305 358 5744

Division of Corporations

WHITE & CASE, LLP

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**FOREIGN PROFIT QUALIFICATION
PICCADILLY ACQUISITION CORPORATION**

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ATTN: M. WAGONER

2-2-04

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. PICCADILLY ACQUISITION 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. 20-0339074

(FEI number, if applicable)

4. OCTOBER 28, 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. 1001 BRICKELL BAY DRIVE, 27TH FLOOR, MIAMI, FLORIDA 33131

(Principal office address)

1001 BRICKELL BAY DRIVE, 27TH FLOOR, MIAMI, FLORIDA 33131

(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: CT 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.

ETER 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:

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A. DIRECTORSChairman: DOUGLAS BERMANAddress: 1001 BRICKELL BAY DRIVE, 27TH FLOOR
MIAMI, FL 33131

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: DOUGLAS BERMANAddress: 1001 BRICKELL BAY DRIVE, 27TH FLOOR
MIAMI, FLORIDA 33131Vice President: WILLIAM NOLANAddress: 1001 BRICKELL BAY DRIVE, 27TH FLOOR
MIAMI, FLORIDA 33131Secretary: WILLIAM NOLANAddress: 1001 BRICKELL BAY DRIVE, 27TH FLOOR, MIAMI, FLORIDA 33131

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. William Nolan, Secretary
(Typed or printed name and capacity of person signing application)

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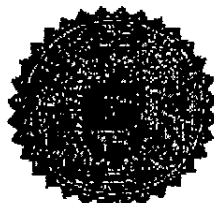
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PICCADILLY ACQUISITION 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-THIRD DAY OF JANUARY, A.D. 2004.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2892291

DATE: 01-27-04

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