

F04000000955

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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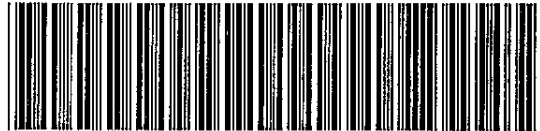
(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 17, 2004

SUSIE KNIGHT  
CSC  
TALLAHASSEE, FL

SUBJECT: TM ACQUISITION CORP.  
Ref. Number: W04000006772

**RESUBMIT**

Please see original

We have received your document for TM ACQUISITION CORP. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.," Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 804A00010786

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04 FEB 19 AM 11:10  
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TALLAHASSEE, FLORIDA

RECEIVED  
04 FEB 19 PM 4:14  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 422115 7155110

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED  
04 FEB 19 AM 11:10  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : February 3, 2004

ORDER TIME : 11:22 AM

ORDER NO. : 422115-025

CUSTOMER NO: 7155110

CUSTOMER: Ms. Ann Reid  
Cendant Corporation  
1 Campus Drive

Parsippany, NJ 07054

FOREIGN FILINGS

NAME: TM ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

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

FILED  
FEB 19 AM 11:10  
TALLAHASSEE  
STATE OF FLORIDA

1. TM ACQUISITION CORP.

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

DELAWARE TM ACQUISITION CORP.

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

2. Delaware 3. 22-3059221  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 16, 1990 5. Perpetual  
(Date of incorporation) (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.)

Suite 130, 10750 West Charleston

7. Las Vegas, NV 89135  
(Principal office address)

Suite 130, 10750 West Charleston, Las Vegas, NV 89135  
(Current mailing address)

8. Trademark Holding Company To engage in any act or activity for which corporations  
may be organized.  
(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, Florida 32301  
(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.*

Corporation Service Company

By: Ant R. Sullivan

(Registered agent's signature)

Assistant Vice President

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. Joseph Huber  
(Signature of Director or Officer listed in number 12 of the application)

14. Joseph Huber, Vice President  
(Typed or printed name and capacity of person signing application)

**TM Acquisition Corp.**

**Directors**

**James E. Buckman** **Director**  
Primary Address: 9 West 57th Street  
New York, NY 10019 (USA)

**Stephen P. Holmes** **Director**  
Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Officers**

**Stephen P. Holmes** **President and Chief Executive Officer**  
Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Joel R. Buckberg** **Executive Vice President and Assistant Secretary**  
Primary Address: 1 Sylvan Way  
Parsippany, NJ 07054

**James E. Buckman** **Executive Vice President and Assistant Secretary**  
Primary Address: 9 West 57th Street  
New York, NY 10019 (USA)

**Anthony E. Hull** **Executive Vice President**  
Primary Address: 1 Campus Drive  
Parsippany, New Jersey 07054

**David B. Wyshner** **Executive Vice President and Treasurer**  
Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Eric J. Bock** **Senior Vice President and Secretary**  
Primary Address: 9 West 57th Street  
37th Floor  
New York, NY 10019

**Richard S. Meisner** **Senior Vice President and Assistant Secretary**  
Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Vincent Ventura** **Senior Vice President, Tax**  
Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

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**TM Acquisition Corp.**

**Jeffrey I. Burnett**

**Vice President, Legal and Assistant Secretary**

Primary Address: 1 Sylvan Way  
Parsippany, NJ 07054

**Lynn A. Feldman**

**Vice President and Assistant Secretary**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Joseph J. Huber**

**Vice President, Tax**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Anne Morrison**

**Vice President and Assistant Secretary**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Kimberly W. Vukanovich**

**Vice President and Controller**

Primary Address: 10750 West Charleston,  
Suite 130  
Las Vegas, NV 89135 (USA)

**John M. Peterson**

**Assistant Treasurer**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

# Delaware

PAGE 1

*The First State*

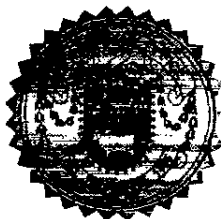
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TM ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TM ACQUISITION CORP." WAS INCORPORATED ON THE SIXTEENTH DAY OF MAY, A.D. 1990.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2930820

DATE: 02-13-04