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Division of Corporations

CT CORPORATION

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Florida Department of State  
Division of Corporations  
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FOREIGN PROFIT QUALIFICATION

EMC Newco Corp.

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# 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. EMC Newco Corp.

(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. 34-3286161

(FEI number, if applicable)

4. 10/06/2004

(Date of incorporation)

5. perpetual

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

6. upon filing

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 909 Hidden Ridge Drive, #200, Irving, TX 75038

(Principal office address)

C/O Nancy Lopex, 115 S. Jefferson Road, Whippany, NJ 07981

(Current mailing address)

8. Any lawful act or activity for which the corporation 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 NOT acceptable)

Name: CT 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.*

CT Corporation System

**Jeffrey R. Graves**  
Assistant Secretary

By: 

(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. DIRECTORS**Chairman: SEE ATTACHMENT

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**President: SEE ATTACHED

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. X 

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

14. Anthony Villani, Secretary

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

**DIRECTORS AND OFFICERS  
OF  
EMC NEWCO CORP.**

<u>Directors</u>	<u>Title</u>	<u>Business Address</u>
Sherri E. Lauritsen	Director	909 Hidden Ridge Drive, #200 Irving, TX 75038
Ralene Ruyle	Director	909 Hidden Ridge Drive, #200 Irving, TX 75038
Sue Stepanek	Director	909 Hidden Ridge Drive, #200 Irving, TX 75038

<u>Officers</u>	<u>Title</u>	<u>Business Address</u>
Ralene Ruyle	Chairman of the Board	909 Hidden Ridge Drive, #200 Irving, TX 75038
Sherri E. Lauritsen	Chief Executive Officer and President	909 Hidden Ridge Drive, #200 Irving, TX 75038
Judith L. Leto	Chief Financial Officer, Controller and Treasurer	909 Hidden Ridge Drive, #200 Irving, TX 75038
Anthony Villani	Executive Vice President and Secretary	909 Hidden Ridge Drive, #200 Irving, TX 75038
Linda E. Hicks	Vice President and Assistant Secretary	909 Hidden Ridge Drive, #200 Irving, TX 75038
Jo-Karen Whitlock	Vice President	909 Hidden Ridge Drive, #200 Irving, TX 75038
Thomas E. Tarantino	Assistant Secretary	383 Madison Avenue New York, NY 10179

# Delaware

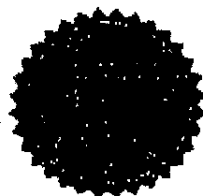
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMC NEWCO 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 NINETEENTH DAY OF OCTOBER, A.D. 2004.

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

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2004 NOV -2 A 10 49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3420562

DATE: 10-19-04