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CORPORATION SVC

NO 023

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3:35PM CORPORATION SVC NO 023 1966
 Florida Department of State
 Division of Corporations
 FOY 000000699 (4)

11/23 FFC

(((H04000233445 3)))

To: Division of Corporations
Fax Number : (850)205-0383

MJH

From: +Account Name : CORPORATION SERVICE COMPANY /SAL
+Account Number : I20000000195
+Phone : (850) 521-1000
+Fax Number : (850) 558-1575

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DIVISION OF CORPORATION

aag acquisition corp.

Certificate of Status	0
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04 NOV 23 PM 4:47
CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

NOV. 23. 2004 2:35PM

CORPORATION SVC CO

NO. 023 P. 2/6
H 0 4 0 0 0 2 3 3 4 5 3

**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. AAG Acquisition Corp.

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

(FEI number, if applicable)

4. August 11, 2004

(Date of incorporation)

5. Perpetual

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

6. _____

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

7. 1209 Orange St. Wilmington, DE 18901

(Principal office address)

65 E 55th St. New York City NY 10022 - Care of the Cypress Group

(Current mailing address)

8. To engage in act or activities pursuant to Florida law

(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: 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.

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 addresses of officers and/or directors:

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CORPORATION SVC CO

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A. DIRECTORS

Director: See attached

Address: _____

Director: _____

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. _____

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

14. Lynn Horn - Assistant Secretary

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

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CORPORATION SVC CO

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AAG ACQUISITION CORP.

DIRECTORS

James Stern, Director
The Cypress Group
65 E55th Street
New York City, NY 10022

David Spalding, Director
The Cypress Group
65 E55th Street
New York City, NY 10022

James Singleton, Director
The Cypress Group
65 E55th Street
New York City, NY 10022

Jeffrey Hughes, Director
The Cypress Group
65 E55th Street
New York City, NY 10022

OFFICERS

Michael Finley, President
The Cypress Group
65 E55th Street
New York City, NY 10022

James Stern, Vice President
The Cypress Group
65 E55th Street
New York City, NY 10022

David Spalding, Vice President
The Cypress Group
65 E55th Street
New York City, NY 10022

James Singleton, Secretary
The Cypress Group
65 E55th Street
New York City, NY 10022

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CORPORATION SVC CO

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Jeffrey Hughes, Treasurer
The Cypress Group
65 E55th Street
New York City, NY 10022

Lynn Horn, Assistant Secretary
The Cypress Group
65 E55th Street
New York City, NY 10022

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CORPORATION SVC CO. ^{anch}

Delaware

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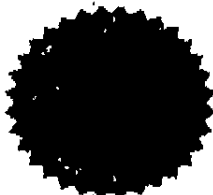
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AAG ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AAG ACQUISITION CORP." WAS INCORPORATED ON THE ELEVENTH DAY OF AUGUST, A.D. 2004.

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: 3493649

DATE: 11-22-04

LOCATION: 302 747 2475

RX TIME 11/23 '04 12:50

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