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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

LC 12/20/04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

Powermate Holding Corp.

Certificate of Status	0
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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. Powermate Holding 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 3. 20-1236385
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 5/20/04 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 5200 Town Center Circle, Suite 470
Boca Raton, FL 33486 (Principal office address)

(Current mailing address)

SAME AS ABOVE

8. Holding Company
(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: C T 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.

C T Corporation System

VERONICA L. BURKE
OFFICIAL REGISTERED AGENT

By: Deborah A Burke
(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 ATTACHED)

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael McCormack
(Signature of Director or Officer listed in number 12 of the application)

14. Michael L. McConvey - VP & Asst. Secretary
(Typed or printed name and capacity of person signing application)

**LIST OF OFFICERS & DIRECTORS OF
POWERMATE HOLDING CORP.
(a Delaware corporation)**

December 14, 2004

The named individuals listed below are elected or appointed officers of the Company and each has held the office of the Company set forth opposite their name since October 1, 2004, unless indicated otherwise. The business address for the following Officers and Directors is 5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486:

Director & Vice President	Jason Nelmark
Director & Vice President	Marc J. Leder
Director & Vice President	Rodger R. Krouse
Director & Vice President	Clarence E. Terry
Director & Vice President	T. Scott King
Director & Vice President	David Kreilein
VP & Asst. Secretary:	C. Deryl Couch
Vice President	Kevin Calhoun
Vice President:	Lynn Skillen
Vice President:	Benjamin Emmons
Vice President:	James D. Allen
Vice President:	Jason A. Leach
VP & Asst. Secretary:	Phil Dougall
Vice President:	Stephen G. Marble
Vice President:	Michael Kalb
Vice President:	Michael Fieldstone
Vice President:	Gary Talarico
VP & Asst. Secretary:	Michael J. McConvery
Vice President:	Gerald Woelcke

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The business address for the following Officers is 375 Park Avenue, Suite 1302, New York, NY 10152:

Vice President:	Ralph Lynch
Vice President:	Erik Swimmer
VP & Asst. Secretary:	Kevin Feinblum

The business address for the following Officers and Director is 11111 Santa Monica Blvd., Suite 1050, Los Angeles, CA 90025:

Vice President:	M. Steven Liff
VP & Asst. Secretary:	Matthew Garff

The business address for the following Officers is 3901 Liberty Street Road, Aurora, IL 60504:

Director, President, Secretary & CEO:	Tom Beyer
VP & Treasurer:	Patti Miller

(C. Deryl Couch resigned as Director on 10/1/04)

York Street Mezzanine has Board Observation Rights per Securities Purchase Agreement dtd 8/25/04. Notices of all Board, Shareholder, and Committee Meetings, in addition to all Board Consents in Lieu of Meetings, and all Board Packages, must be provided to the Board Observer, Rob Golding, at York Street Mezzanine Partners, L.P., One Pluckemin Way, Bedminster, NJ 07921, Fax: 908-658-9933

Delaware

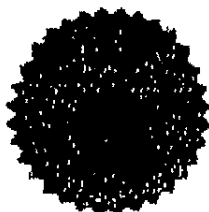
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POWERMATE HOLDING 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 SEVENTEENTH DAY OF DECEMBER, A.D. 2004.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3537711

040915987

DATE: 12-17-04

TOTAL P.05