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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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FOREIGN PROFIT QUALIFICATION

V-SPAN, INC.

Certificate of Status	0
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Page Count	6
Estimated Charge	\$1,220.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda H. Hood
Secretary of State

January 28, 2005

CORPORATION SERVICE COMPANY

SUBJECT: V-SPAN, INC.
REF: W05000004648

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RECEIVED
05 JAN 28 PM 4:08
DIVISION OF CORPORATIONS

H05000022940 ED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

2005 JAN 28 A 11:00

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
TALLAHASSEE, FLORIDA

1. V-SPAN, INC.

(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. 23-2803980

(FEI number, if applicable)

4. March 15, 1995

(Date of incorporation)

5. Perpetual

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

6. November 19, 2004

(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. Suite 400, 1100 First Avenue, King of Prussia, PA 19406

(Principal office address)

Suite 400, 1100 First Avenue, King of Prussia, PA 19406

(Current mailing address)

Sale of equipment, maintenance services for video, audio and web

8. conferencing. To engage in any act or activity for which corporations may be

(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

(City)

, Florida 32301

(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: Ann R. Shilling

(Registered agent's signature)

Ann R. Shilling, 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:

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A. DIRECTORS

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Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Samuel W. Morris, Jr. - Secretary 1/24/05

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

14. Samuel W. Morris, Jr., Secretary

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAV-SPAN, Inc.
Directors and Officers

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Richard Ruben	CEO	1100 First Avenue Suite 400 King of Prussia, PA 19406
Leo Flatron	President	4600 Lyons Road Miamisburg, OH 45342
Kenneth desGarennes	Treasurer	11400 Westmoor Circle Suite 225 Westminster, CO 80021
Samuel W. Morris, Jr.	Secretary	1100 First Avenue Suite 400 King of Prussia, PA 19406
Alec E. Gores	Director	c/o Gores Technology Group 10877 Wilshire Boulevard 18th Floor Los Angeles, CA 90024

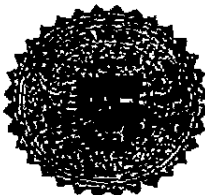
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "V-SPAN, INC." 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-FIFTH DAY OF JANUARY, A.D. 2005.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3638288

DATE: 01-25-05

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