

Division of Corporations

Page 1 of 1

**F05000001346**

Florida Department of State  
Division of Corporations  
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**FOREIGN PROFIT QUALIFICATION****SLM Holding Corp.**

Certificate of Status	1
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TALLAHASSEE, FLORIDA

**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. SLK Holding 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.**

(FEI number, if applicable)

**4. February 7, 2005**

(Date of incorporation)

**5. Perpetual**

(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.)

**7. 8200 Town Center Circle, Suite 470, Boca Raton, Florida 33486**

(Principal office address)

Same as above.

(Current mailing address)

**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 or Mail Drop Box NOT acceptable)**

Name: **CT Corporation System**

Office Address: **1200 South Pine Island Road**

**Plantation**

(City)

Florida **33324**

(Zip code)

**10. Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation, on 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

By: 

(Registered agent's signature)

Beverly Stuewe  
Assistant Secretary

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: \_\_\_\_\_

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

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

Address: \_\_\_\_\_  
\_\_\_\_\_Director: Michael J. McConveryAddress: 5200 Town Center Circle, Suite 470Boca Raton, FL 33486Director: Lynn SkillenAddress: 5200 Town Center Circle, Suite 470Boca Raton, FL 33486**B. OFFICERS**President: See Exhibit A attached heretoAddress: \_\_\_\_\_  
\_\_\_\_\_

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. Michael McConvery

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

14. Michael J. McConvery, Vice President

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

05 MAR 13 AM 9:59  
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**EXHIBIT A**

<b><u>Officer Name</u></b>	<b><u>Title</u></b>	<b><u>Address</u></b>
Clarence E. Terry	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
T. Scott King	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Kevin J. Calhoun	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
R. Lynn Skillen	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Michael J. McConvery	Vice President and Asst. Secretary	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Jason Neimark	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Aaron Wolfe	Vice President and Asst. Secretary	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486

TALLAHASSEE, FLORIDA

05 MAR -3 AM 9:59

# Delaware

PAGE 1

## *The First State*

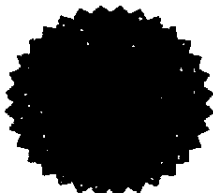
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SLM HOLDING CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SLM HOLDING CORP." WAS INCORPORATED ON THE SEVENTH DAY OF FEBRUARY, A.D. 2005.

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

3922822 8300

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3711667

DATE: 03-01-05