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FOREIGN PROFIT QUALIFICATION

ThermaSys Finance Company

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. ThermaSys Finance Company
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 20-2292577
(FEI number, if applicable)

4. February 4, 2005
(Date of incorporation)

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

6. The company has not yet transacted business in Florida.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2776 Gunter Park Drive, East, SUITE R-S, Montgomery, Alabama 36109
(Current mailing address)

8. To engage in any lawful act or activity for which corporations 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 or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

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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

(Registered agent's signature)

Sohan Dindyal
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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached.

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

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. Kevin Barrett
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kevin Barrett, VP & CFO
(Typed or printed name and capacity of person signing application)

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OFFICERS & DIRECTORS OF
ThermaSys Finance Company

March 8, 2005

The Company was incorporated in the State of Delaware on February 4, 2005, and its Federal EIN is 20-2292577. The named individuals listed below are elected or appointed officers of the Company and each holds the office of the Company set forth opposite their name, and has held such office since February 11, 2005 unless indicated otherwise next to their name. The business address for the following Officers and Directors is *5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486:*

Director & Vice President	Marc J. Leder
Vice President	Rodger R. Krouse
Director & Vice President:	Clarence E. Terry
Director & Vice President:	T. Scott King
VP & Asst. Secretary:	C. Daryl Couch
Vice President	Kevin Calhoun
Director & Vice President	David Kreilein
Vice President:	Jason Neimark
Vice President:	Lynn Skillen
Vice President:	Benjamin Emmons
Vice President:	James D. Allen
Vice President:	Jason A. Leach
Vice President:	Stephen G. Marble
Vice President:	Michael Kalb
Vice President:	Michael Fieldstone
VP & Asst. Secretary:	Michael J. McConvery
Vice President:	Gerald Woelcke
Vice President:	Richard A. Hurwitz
Vice President:	Brian J. Meyer
Vice President:	Aaron Wolfe

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

Vice President:	Erik Swimmer
Director, VP & Asst. Secretary:	Kevin Feinblum
Vice President:	Gary Talarico

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

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

The business address for the following Officer is 78-80 Cornhill, London, EC3V 3QQ, England:

VP & Asst. Secretary:	Phil Dougall
Vice President:	Nathaniel Meyohas

The business address for the following Officers and Directors is 2776 Gunter Park Drive, East, SUITE R-S, *Montgomery*, Alabama 36109:

Director, President and CEO:	Paul Schmitz
VP, CFO, Secretary and Treasurer:	Kevin Barrett

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TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THERMASYS FINANCE COMPANY" 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-THIRD DAY OF MARCH, A.D. 2005.

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3763947

DATE: 03-23-05