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

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : E20000000195
Phone : (850) 521-1000
Fax Number : (850) 598-1575

FOREIGN PROFIT QUALIFICATION

ARVATO SERVICES, INC.

Certificate of Status	0
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Page Count	6
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*** TRANSMISSION REPORT ***

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

2005 JUL -1 A 8:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 5, 2005

CORPORATION SERVICE COMPANY

RESUBMITSUBJECT: ARVATO SERVICES, INC.
REF: W05000032221

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

You must list the names and street addresses of the officers and directors of the corporation on the form/application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6890.

Jason Merrick
Document SpecialistFAX Aud. #: H05000161799
Letter Number: 603A00044582

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

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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 FOR REGISTRATION AS A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ARVATO SERVICES, 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. CALIFORNIA 3. 95-1779207
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JANUARY 20, 1954 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JULY 1, 2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 29011 Commerce Center Drive, Valencia, CA 91355
(Principal office address)

29011 Commerce Center Drive, Valencia, CA 91355
(Current mailing address)

8. To engage in any lawful activity for which corporations may be formed in the state
(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.

Corporation Service Company

By: [Signature] Asst. V.P.
(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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2005 JUL -1 A 8:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

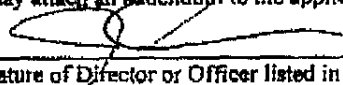
Secretary: _____

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. JOSHUA KRAUS, SECRETARY
(Typed or printed name and capacity of person signing application)

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As of 6/30/2005

Directors / Officers Report

2005 JUL -1 A 8:53

ARVATO SERVICES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Directors

Hans-Joachim Herzog

Director

Primary Address: Carl-Bertelsmann Str. : Last Elected: 5/1/2005
33311
Guetersloh, (Germany)

Hartmut Ostrowski

Director

Primary Address: Carl-Bertelsmann Str. : Last Elected: 3/1/2005
33311
Guetersloh, (Germany)

Officers

Ron Leitch

President and Chief Executive Officer

Primary Address: 29011 Commerce Cent. Last Elected: 5/1/2005
Valencia, CA 91355 (USA)

Jan Icking

Vice President of Finance and Treasurer

Primary Address: 29011 Commerce Cent. Last Elected: 3/1/2005
Valencia, CA 91355 (USA)

Robert J. Sorrentino

Vice President, Taxes

Primary Address: c/o Bertelsmann, Inc. Last Elected: 3/1/2005
1540 Broadway
New York, NY 10036 (USA)

Joshua Kraus

Secretary

Primary Address: 1540 Broadway Last Elected: 3/1/2005
New York, NY 10036-4039 (USA)

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State of California
Secretary of State

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the 20TH day of JANUARY, 1954, ARVATO SERVICES, INC. became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of July 1, 2005.



BRUCE McPHERSON
Secretary of State

NP-15 (REV 03/31/05)

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