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CT CORP

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Florida Department of State

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

DSE Holding Corp.

Certificate of Status	1
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

2005 JUL 25 A 11:13

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
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. DSE Holding Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

DSEFI Holding 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. July 14, 2005

(Date of incorporation)

5.

Perpetual

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

6. Not applicable

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

7. 15801 Woods Edge Road, Colonial Heights, VA 23834

(Principal office address)

15801 Woods Edge Road, Colonial Heights, VA 23834

(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 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 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.

CT Corporation System

By:



(Registered agent's signature)

STEVEN P. ZIMMER
SPECIAL 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:

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A. DIRECTORS

Chairman: [Please see Exhibit A attached hereto]

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: [Please see Exhibit A attached hereto]

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. Thomas Gebbia, Treasurer
(Typed or printed name and capacity of person signing application)

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**EXHIBIT A TO
DSE HOLDING CORP.
(TO DO BUSINESS IN FLORIDA AS DSEFL HOLDING CORP.)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

DIRECTORS

DIRECTOR NAME	ADDRESS
M. Steven Liff	11111 Santa Monica Blvd. Suite 1050 Los Angeles, CA 90025
Matthew Garff	11111 Santa Monica Blvd. Suite 1050 Los Angeles, CA 90025

OFFICERS

OFFICER NAME	TITLE	ADDRESS
Greg Rogowski	CEO	15801 Woods Edge Road Colonial Heights, VA 23834
Ronald Werner	Secretary	15801 Woods Edge Road Colonial Heights, VA 23834
Thomas Gebbia	Treasurer	15801 Woods Edge Road Colonial Heights, VA 23834
Kevin Calhoun	Vice President-Finance	5200 Town Center Circle Suite 470 Boca Raton, FL 33486
Michael J. McConvery	Vice President-Finance	5200 Town Center Circle Suite 470 Boca Raton, FL 33486
M. Steven Liff	Vice President-Finance and Assistant Secretary	11111 Santa Monica Blvd. Suite 1050 Los Angeles, CA 90025
Matthew Garff	Vice President-Finance and Assistant Secretary	11111 Santa Monica Blvd. Suite 1050 Los Angeles, CA 90025

Delaware

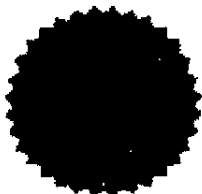
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DSE 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 TWENTY-FIRST DAY OF JULY, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DSE HOLDING CORP." WAS INCORPORATED ON THE FOURTEENTH DAY OF JULY, A.D. 2005.



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050602894

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4037521

DATE: 07-21-05