

Division of Corporations

Page 1 of 1

F05000004439Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

(7)
11 FPC

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000183572 3)))

B. HODGES

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

05 AUG - 1 AM 10:02

FILED

FOREIGN PROFIT QUALIFICATION

DriveSol Worldwide Holding Corp.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

DIVISION OF CORPORATION

05 AUG - 1 PM 12:59

RECEIVED

Electronic Filing Menu

Corporate Filing

Public Access Help

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. DriveSol Worldwide 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 3. 20-3087756
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. June 28, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 5200 Town Center Circle Suite 470 Boca Raton, FL 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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

CT Corporation System

By: Cornie Bryan Special Agent
(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:

05 AUG - 1 AM 02:02

A. DIRECTORSChairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: 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. 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)

DriveSol Worldwide Holding Corp.

David Blechman	Director, Vice President	375 Park Avenue Suite 1302 New York, NY 10152
Marc J. Leder	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Rodger R. Krouse	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
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
C. Deryl Couch	Vice President and Assistant Secretary	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Chris Metz	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Kevin Calhoun	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
David Kreilien	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Jason Neimark	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
James D. Allen	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Jason A. Leach	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Stephen G. Marble	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Michael Kalb	Vice President	5200 Town Center Circle, Suite 470

Michael Fieldstone	Vice President	Boca Raton, FL 33486 5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Gary Talarico	Vice President	375 Park Avenue Suite 1302 New York, NY 10152
Matthew Garff	Vice President and Assistant Secretary	11111 Santa Monica Blvd., Suite 1050 Los Angeles, CA 90025
Michael J. McConvery	Vice President and Assistant Secretary	11111 Santa Monica Blvd., Suite 1050 Los Angeles, CA 90025
Gerald Woelcke	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Brian J. Meyer	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Erik Swimmer	Vice President	375 Park Avenue Suite 1302 New York, NY 10152
Kevin Feinblum	Vice President and Assistant Secretary	375 Park Avenue Suite 1302 New York, NY 10152
M. Steven Liff	Vice President	11111 Santa Monica Blvd., Suite 1050 Los Angeles, CA 90025
Aaron Wolfe	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Phil Dougall	Vice President and Assistant Secretary	78-80 Cornhill London EC3V 3QQ England
Scott Edwards	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Case Kuehn	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
A. Richard Hurwitz	Vice President and Assistant Secretary	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Anthony Polazzi	Vice President	11111 Santa Monica Blvd., Suite 1050

Nathaniel Meyohas

Vice President

Los Angeles, CA 90025
78-80 Cornhill
London
EC3V 3QQ
England

Marc Simon

President, Secretary and
Treasurer

5200 Town Center
Circle, Suite 470
Boca Raton, FL 33486

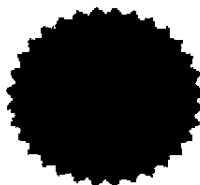
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DRIVESOL WORLDWIDE 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-NINTH DAY OF JULY, A.D. 2005.

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



3992672 8300

050628471

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4058071

DATE: 07-29-05