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J. BERMAN  
DEC 21 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 650843 7460590
AUTHORIZATION : [Signature]
COST LIMIT : \$ 70.00

ORDER DATE : October 13, 2005
ORDER TIME : 10:38 AM
ORDER NO. : 650843-015
CUSTOMER NO: 7460590

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FOREIGN FILINGS

NAME: ELC HOLDING COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER: \_\_\_\_\_

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. ELC Holding Company  
(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. 20-2257241  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 7, 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. 2900 Black Lake Place, Philadelphia, PA 19154  
(Principal office address)

c/o Elliott-Lewis Corporation, 2900 Black Lake Place, Philadelphia, PA 19154  
(Current mailing address)

8. Act as Holding Company for Elliott-Lewis Corporation and Related Purposes.  
(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: Tabatha Miller, Asst VP  
(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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**A. DIRECTORS**

Chairman: See attached rider.

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

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

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

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**B. OFFICERS**

President: See attached rider.

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. JAMES A PIZZI, EVP & CFO \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

**ELC HOLDING COMPANY**

List of Officers

**Name:** William R. Sautter

**Title:** Chief Executive Officer

**Bus. Addr.:** 2900 Black Lake Place, Philadelphia, PA 19154

**Res. Addr.:** 1274 Fritz Circle, Huntingdon Valley, PA 19006

**Name:** James A Pizzi

**Title:** Executive VP and CFO

**Bus. Addr.:** 2900 Black Lake Place, Philadelphia, PA 19154

**Res. Addr.:** 104 Cardinal Drive, Conshohocken, PA 19428

**Name:** Kenneth G. Meehan

**Title:** Treasurer and Sec.

**Bus. Addr.:** 2900 Black Lake Place, Philadelphia, PA 19154

**Res. Addr.:** 3910 Trails Way West, Doylestown, PA 18901

List of Directors

**Name:** William R. Sautter: Sole Director

**Bus. Addr.:** 2900 Black Lake Place, Philadelphia, PA 19154

**Res. Addr.:** 1274 Fritz Circle, Huntingdon Valley, PA 19006

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# Delaware

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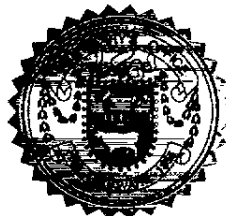
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELC HOLDING 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 NINETEENTH DAY OF DECEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ELC HOLDING COMPANY" WAS INCORPORATED ON THE SEVENTH DAY OF JANUARY, A.D. 2005.

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

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4385228

DATE: 12-19-05