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CT CORP

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Division of Corporations

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FOS-000007399

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

LEGACY MANAGEMENT PARTNERS OF NORTH AMERICA, INC.

Certificate of Status	0
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CT CORPORATION

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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. Legacy Management Partners of North America, 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. Delaware 3. 41-2190298
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/14/2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 400 N. Ashley Drive, #1900, Tampa, FL 33602
(Principal office address)

same
(Current mailing address)

8. See Attachment
(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: C T 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.

C T Corporation System

BARBARA A. BURKE
SPECIAL ASSISTANT
SECRETARY

By: Barbara A. Burke
(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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CT CORPORATION

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Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

President: William Forsberg

Address: 400 N. Ashley Drive, #1900

Tampa, FL 33602

Vice President: _____

Address: _____

Secretary: Brent N. Von Horn

Address: 400 N. Ashley Drive, #1900 Tampa, FL 33602

Treasurer: Brent N. Von Horn

Address: 400 N. Ashley Drive, #1900 Tampa, FL 33602

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)

14. Brent N. Von Horn, Secretary
(Typed or printed name and capacity of person signing application)

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Attachment to Florida

Purpose Clause

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws.

Officers & Directors

- | | | |
|----|-------------------|-------------------------------------|
| 1. | Full Name: | William Forsberg |
| | Officer/Director: | Officer |
| | Officer's Title: | President |
| | Business Address: | 400 N. Ashley Drive, #1900 |
| | City: | Tampa |
| | State: | FL |
| | ZIP Code: | 33602 |
| 2. | Full Name: | Brent N. Von Horn |
| | Officer/Director: | Officer |
| | Officer's Title: | Secretary/Treasurer/General Counsel |
| | Business Address: | 400 N. Ashley Drive, #1900 |
| | City: | Tampa |
| | State: | FL |
| | ZIP Code: | 33602 |
| 3. | Full Name: | Steven A. Tidwell |
| | Officer/Director: | Officer |
| | Officer's Title: | Executive Vice President |
| | Business Address: | 400 N. Ashley Drive, #1900 |
| | City: | Tampa |
| | State: | FL |
| | ZIP Code: | 33602 |

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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 "LEGACY MANAGEMENT PARTNERS OF NORTH AMERICA, INC." 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 FOURTEENTH DAY OF DECEMBER, A.D. 2005.

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TALLAHASSEE, FLORIDA



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4370304

DATE: 12-14-05