

From:

12/22/2005 17:01 #086 P.001/004

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.  
Account Number : I20000000088  
Phone : (800) 221-0102  
Fax Number : (212) 564-6083

FOREIGN PROFIT QUALIFICATION

SRS Software, Inc.

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From:

12/22/2005 17:02 #086 P.002/004

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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  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. SRS SOFTWARE, 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. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. DECEMBER 2, 2005 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 221 WEST GRAND AVENUE MONTVALE NJ 07645  
(Principal office address)
- 221 WEST GRAND AVENUE MONTVALE NJ 07645  
(Current mailing address)
- ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATION MAY ENGAGE IN FLORIDA.
8. \_\_\_\_\_  
(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: National Corporate Research, Ltd., Inc.
- Office Address: 515 East Park Avenue
- 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.

Ann Marie Cummins  
(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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From:

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**A. DIRECTORS**

Chairman: EVAN D. STEELE  
Address: 59 HUFF TERRACE  
MONTVALE NJ 07645  
Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
Director: \_\_\_\_\_  
Address: \_\_\_\_\_

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ATLANTA, FLORIDA

**B. OFFICERS**

President: EVAN D. STEELE  
Address: 59 HUFF TERRACE  
MONTVALE NJ 07645  
Vice President: MARK A. STEELE, MD  
Address: 131 HUYLER LANDING ROAD  
CRESSKILL NJ 07826  
Secretary: MARK A. STEELE, MD  
Address: 131 HUYLER LANDING ROAD CRESSKILL NJ 07826  
Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_

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

13. *E.D. Steele*  
(Signature of Director or Officer listed in number 12 of the application)  
14. EVAN D. STEELE PRESIDENT  
(Typed or printed name and capacity of person signing application)

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# Delaware

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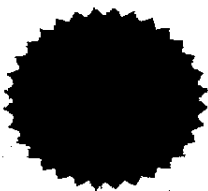
## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SRS SOFTWARE, 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 TWENTY-SECOND DAY OF DECEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SRS SOFTWARE, INC." WAS INCORPORATED ON THE SECOND DAY OF DECEMBER, 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: 4396970

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DATE: 12-22-05

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