

F06000000505

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(Address)

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

27



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 820427 7155110
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 70.00

ORDER DATE : January 19, 2006
ORDER TIME : 9:29 AM
ORDER NO. : 820427-045
CUSTOMER NO: 7155110

FOREIGN FILINGS

NAME: TDS OPERATIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Pollye Janisse -- EXT# 2954

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.

FILED
06 JAN 26 PM 1:07
TALLAHASSEE, FLORIDA

1. TDS Operations, 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

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. January 05, 2006

(Date of incorporation)

5. Perpetual

(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 Sylvan Way

7. Parsippany, NJ 07054

(Principal office address)

7 Sylvan Way, Parsippany, NJ 07054

(Current mailing address)

Holding and Operations Company. To engage in any act or activity for which corporations may be

8. organized.

(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

(City)

, Florida 32301

(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: _____

(Registered agent's signature)

Assistant Vice President

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:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

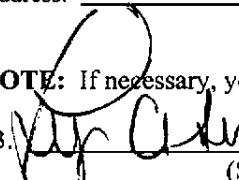
Secretary: _____

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. Lynn A. Feldman, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Directors / Officers Report

As of 1/23/2006

TDS Operations, Inc.

Directors

Currently Authorized:

Min:

Max:

Quorum:

Comment:

Eric J. Bock

Director

Primary Address: 9 West 57th Street
37th Floor
New York, NY 10019

James E. Buckman

Director

Primary Address: 9 West 57th Street
New York, NY 10019

Officers

Ronald L. Nelson

President

Primary Address: 9 West 57th Street, 37th Floor
New York, New York 10019

Eric J. Bock

Executive Vice President and Secretary

Primary Address: 9 West 57th Street
37th Floor
New York, NY 10019

Daryl Raiford

Executive Vice President and Chief Financial Officer

Primary Address: 7 Sylvan Way
Parsippany, NJ 07054

Gordon A Wilson

**Executive Vice President and Managing Director,
EMEA**

Primary Address: Galileo House
2 Windsor
Berkshire SL4, 4QF
United Kingdom,

David B. Wyshner

Executive Vice President and Treasurer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Kenneth Esterow

Senior Vice President and Chief Development Officer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Jo-Anne Krusè	Senior Vice President, Human Resources
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Flo Lugli	Senior Vice President, Global Supplier Services
Primary Address:	6 Sylvan Way Parsippany, NJ 07054 (USA)
John T. McClain	Senior Vice President
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Richard S. Meisner	Senior Vice President and Assistant Secretary
Primary Address:	1 Campus Drive Parsippany, NJ 07054
John S. Kim	Group Vice President, Legal
Primary Address:	7 Sylvan Way parsippany, Nj 07054
Bill Lowry	Group Vice President, Legal
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Rochelle J. Boas	Vice President and Assistant Secretary
Primary Address:	1 Campus Drive Parsippany, New Jersey 07053
Elizabeth R. Cohen	Vice President and Assistant Treasurer
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Susan Loring Crane	Vice President, Legal
Primary Address:	1 Sylvan Way Parsippany, NJ 07054
Abhi Dhar	Vice President
Primary Address:	1 Campus Drive Parsippany, New Jersey 07054
Lynn A. Feldman	Vice President and Assistant Secretary
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Joseph J. Huber	Vice President, Tax
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Michael Ihle	Vice President, Product Development
Primary Address:	10 Sylvan Way Parsippany, NJ 07054

Kevin Monaco

Vice President and Assistant Treasurer

Primary Address:

1 Campus Drive
Parsippany, NJ 07054

Eric Schmalzbach

Vice President, Strategic Development

Primary Address:

6 Sylvan Way
Parsippany, NJ 07054 (USA)

Jean Marie Sera

Vice President and Assistant Secretary

Primary Address:

1 Campus Drive
Parsippany, NJ 07054

Donna Lash

Vice President, Software Engineering

Primary Address:

7 Sylvan Way
Parsippany, New Jersey 07054

Delaware

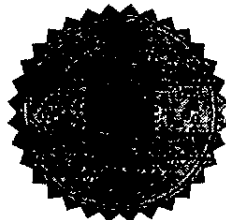
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TDS OPERATIONS, 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-FIFTH DAY OF JANUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TDS OPERATIONS, INC." WAS INCORPORATED ON THE FIFTH DAY OF JANUARY, A.D. 2006.

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: 4473983

DATE: 01-25-06