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Florida Department of State  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**Taylor Merger Corp.**

|                       |         |
|-----------------------|---------|
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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.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1. Taylor Merger 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

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

## 3. \_\_\_\_\_

(FBI number, if applicable)

4. February 21, 2006

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

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

7. 66 Kingsboro Avenue

(Principal office address)

Gloversville, New York 12078

(Current mailing address)

8. Engage in any lawful activity.

(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

JAMES M. NEWSOME

Special Assistant Secretary

By: \_\_\_\_\_

(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: James W. Taylor

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Address: 66 Kingsboro AvenueSECRETARY OF STATE  
TALLAHASSEE, FLORIDAGloversville, New York 12078

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

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

Director: James W. TaylorAddress: 66 Kingsboro AvenueGloversville, New York 12078Director: John E. TaylorAddress: 66 Kingsboro AvenueGloversville, New York 12078**B. OFFICERS**President: Dennis FlintAddress: 66 Kingsboro AvenueGloversville, New York 12078Vice President: /Finance: Robert KhalifeAddress: 66 Kingsboro AvenueGloversville, New York 12078Secretary: /Vice President Administration: John E. TaylorAddress: 66 Kingsboro Avenue, Gloversville, New York 12078

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. John E. Taylor, Director

(Typed or printed name and capacity of person signing application)

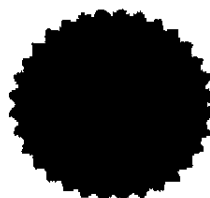
# Delaware

*The First State*

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TAYLOR MERGER 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-SECOND DAY OF FEBRUARY, 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: 4539499

DATE: 02-22-06