

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)205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

FOREIGN PROFIT/NONPROFIT CORPORATION

RECLINER ACQUISITION CORP.

Certificate of Status	2
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Recliner Acquisition 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 3. 20-4429018
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 2, 2006 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. 10323 Santa Monica Blvd., Suite 101, Los Angeles, CA 90025
(Principal office address)

10323 Santa Monica Blvd., Suite 101, Los Angeles, CA 90025
(Current mailing address)

8. To engage in any lawful act or 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: 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.

By: *Julien S. Mitchell*
Corporation Service Company
(Registered agent's signature) Julien S. Mitchell, Asst. Secretary

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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

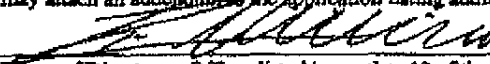
Secretary: _____

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. Peter Gilliers, Chief Financial Officer and Secretary
(Typed or printed name and capacity of person signing application)

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(Florida)

Supplemental page to Application by Foreign Corporation for Authorization to Transact Business in Florida for Recliner Acquisition Corp.

12. Names and business addresses of officers and/or directors:

Name	Address
Michael J. Fourticq, Sr. Director	10323 Santa Monica Blvd., Suite 101 Santa Monica, California 90025
Kevin Listen Director	10323 Santa Monica Blvd., Suite 101 Santa Monica, California 90025
Michael J. Fourticq, Jr., Director, President	10323 Santa Monica Blvd., Suite 101 Santa Monica, California 90025
Pieter Cilliers Chief Financial Officer and Secretary	10323 Santa Monica Blvd., Suite 101 Santa Monica, California 90025

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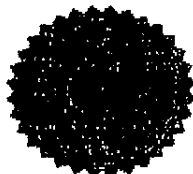
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RECLINER ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF MARCH, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RECLINER ACQUISITION CORP." WAS INCORPORATED ON THE SECOND DAY OF MARCH, A.D. 2006.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4617775

DATE: 03-24-06