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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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

HAYWARD ACQUISITION 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. Hayward Acquisition Corporation

(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. New Jersey

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

3. 20-5864434

(FEI number, if applicable)

4. May 17, 2006

(Date of incorporation)

5. Perpetual

(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. 620 Division Street, Elizabeth, New Jersey 07201

(Principal office address)

620 Division Street, Elizabeth, New Jersey 07201

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized or authorized to transact business

(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: Diane Muehle

(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.

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

A. DIRECTORS

Chairman: Oscar Davis

Address: 620 Division Street

Elizabeth, New Jersey 07201

Vice Chairman: _____

Address: _____

Director: Robert Davis

Address: 620 Division Street

Elizabeth, New Jersey 07201

Director: Andrew J. Diamond

Address: 620 Division Street

Elizabeth, New Jersey 07201

B. OFFICERS

President: Robert Davis

Address: 620 Division Street

Elizabeth, New Jersey 07201

Vice President: Andrew J. Diamond

Address: 620 Division Street

Elizabeth, New Jersey 07201

Secretary: James Glenn

Address: 620 Division Street, Elizabeth, New Jersey 07201

Treasurer: Andrew J. Diamond

Address: 620 Division Street, Elizabeth, New Jersey 07201

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. Andrew J. Diamond, Vice President and Treasurer

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

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HAYWARD ACQUISITION CORPORATION
ADDITIONAL OFFICER

<u>Name</u>	<u>Office</u>	<u>Address</u>
Howard Kalles	Assistant Treasurer	c/o McCarter & English, LLP Four Gateway Center 100 Mulberry Street Newark, New Jersey 07102

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

HAYWARD ACQUISITION CORPORATION
0100963258

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on May 17, 2006.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

Howard Kailes, Esq.
100 Mulberry Street
Newark, NJ 07102

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

HAYWARD ACQUISITION CORPORATION



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
13th day of November, 2006

Bradley Abelow

Bradley Abelow
State Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA