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Division of Corporations
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FOREIGN PROFIT/NONPROFIT CORPORATION

Powell Holding Corp.

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December 28, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: POWELL HOLDING CORP.
REF: W06000055420

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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. Powell Holding 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. 20-8081155

(FEI number, if applicable)

4. December 18, 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. 5200 Town Center Drive, Suite 470, Boca Raton, FL 33486

(Principal office address)

5200 Town Center Drive, Suite 470, Boca Raton, FL 33486

(Current mailing address)

8. any lawful purpose

(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: C T Corporation System

Office Address:

1200 South Pine Island Road

Plantation

(City)

, Florida

33324

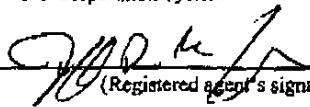
(Zip code)

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.

C T Corporation System

By:


(Registered agent's signature)

Jeffrey D. Butterfield
Assistant 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. Mark Hajduch
(Signature of Director or Officer listed in number 12 of the application)

14. Mark Hajduch, Vice President and Assistant Secretary.
(Typed or printed name and capacity of person signing application)

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Attachment

Slate of Directors and Officers

Powell Holding Corp.

Directors

DIRECTOR:	Jason Neimark	5200 Town Center Drive, Suite 470, Boca Raton, FL 33486
DIRECTOR:	Aaron Wolfe	5200 Town Center Drive, Suite 470, Boca Raton, FL 33486

Officers

Vice President	Jason Neimark	5200 Town Center Drive, Suite 470, Boca Raton, FL 33486
Vice President & Assistant Secretary	Aaron Wolfe	5200 Town Center Drive, Suite 470, Boca Raton, FL 33486
Vice President	Lynn Skillen	5200 Town Center Drive, Suite 470, Boca Raton, FL 33486
Vice President & Assistant Secretary	Chris Metz	5200 Town Center Drive, Suite 470, Boca Raton, FL 33486
Vice President & Assistant Secretary	Michael J. McConvery	5200 Town Center Drive, Suite 470, Boca Raton, FL 33486
Vice President & Assistant Secretary	Mark Hajduch	5200 Town Center Drive, Suite 470, Boca Raton, FL 33486

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POWELL HOLDING 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-SIXTH DAY OF DECEMBER, A.D. 2006.

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



4270080 8300

062187850

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5308846

DATE: 12-26-06