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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
Phone : (407)649-4043
Fax Number : (407)841-0168

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

QMI America, Inc.

Certificate of Status	1
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Estimated Charge	\$87.50

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Corporate Filing Menu

T. Burch AUG-14 2007

Help

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: QMI America, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jennifer Hardy

(Name of Person)

Baker & Hostetler LLP

(Firm/Company)

3200 National City Center, 1900 E. 9th Street

(Address)

Cleveland, Ohio 44114

(City/State and Zip code)

For further information concerning this matter, please call:

Jennifer Hardy

at (216

) 861-6088

(Name of Person)

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**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. QMI America, 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. 38-3166927

(FEI number, if applicable)

4. 3/28/94

(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. 8501 East Pleasant Valley Road, Cleveland, Ohio 44131-5575

(Principal office address)

8501 East Pleasant Valley Road, Cleveland, Ohio 44131-5575

(Current mailing address)

8. Quality and environmental management system registration and training.

(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

(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.

CT Corporation System



(Registered agent's signature) **Diane Stout, 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.

SECTION OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Director: Wendy J. Tilford

Address: 8501 East Pleasant Valley Road, Cleveland, Ohio 44131-5575

Director: Robert M. Griffin

Address: 8501 East Pleasant Valley Road, Cleveland, Ohio 44131-5575

Director: G. Michael Martin

Address: 8501 East Pleasant Valley Road, Cleveland, Ohio 44131-5575

Director: Robert J. Falconi

Address: 8501 East Pleasant Valley Road, Cleveland, Ohio 44131-5575

B. OFFICERS

President: Wendy J. Tilford

Address: 8501 East Pleasant Valley Road, Cleveland, Ohio 44131-5575

Vice President: Robert M. Griffin

Address: 8501 East Pleasant Valley Road, Cleveland, Ohio 44131-5575

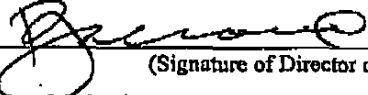
Secretary: Robert J. Falconi

Address: 8501 East Pleasant Valley Road, Cleveland, Ohio 44131-5575

Treasurer: G. Michael Martin

Address: 8501 East Pleasant Valley Road, Cleveland, Ohio 44131-5575

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. Robert J. Falconi, Secretary
(Typed or printed name and capacity of person signing application)

Delaware

The First State

PAGE 1

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QMI AMERICA, 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 SIXTH DAY OF AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QMI AMERICA, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 1994.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5903421

DATE: 08-06-07