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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

SEI ENGINEERING INC.

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T. Burch NOV 9 2007

**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.*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. SFX Engineering Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "The," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 5, 2007 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. 88 Black Falcon Avenue
(Principal office address)
Boston, MA 02210
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized in the State of Delaware and 1
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) State of Florida.

- * 9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 120 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.

Ann R. Shilling Ann R. Shilling, Assistant VP
(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: David Cooper
 Address: c/o 475 5th Avenue
New York, NY 10017

Vice Chairman: Mark Belgarde
 Address: c/o 475 5th Avenue
New York, NY 10017

Director: Robert A. Gracilieri
 Address: 88 Black Falcon Avenue
Boston, MA 02210

Director: _____
 Address: _____

B. OFFICERS

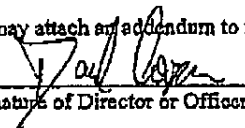
President: Robert A. Gracilieri
 Address: 88 Black Falcon Avenue
Boston, MA 02210

Vice President: David Cooper
 Address: c/o 475 Fifth Avenue
New York, NY 10017

Secretary: Mark Belgarde
 Address: 475 Fifth Avenue New York New York 10017

Treasurer: Mark Belgarde
 Address: 475 Fifth Avenue New York New York 10017

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. David Cooper, Executive Vice President
 (Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEI ENGINEERING 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 EIGHTH DAY OF NOVEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SEI ENGINEERING INC." WAS INCORPORATED ON THE FIFTH DAY OF OCTOBER, A.D. 2007.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6143285

DATE: 11-08-07