

F94000000512



ACCOUNT NO. : 072100000032

REFERENCE : 545317 4300909

AUTHORIZATION *Patricia Pizzuto*

COST LIMIT : \$ 35.00

FILED
97 SEP 30 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : September 26, 1997

ORDER TIME : 9:57 AM

ORDER NO. : 545317-045

CUSTOMER NO: 4300909

600002307756--7

CUSTOMER: Robyn Steinberg, Legal Asst
Gordon Altman Butowsky Weitzen
114 West 47th Street
20th Floor
New York, NY 10036

FOREIGN FILINGS

NAME: PRINTED PRODUCTS GROUP, INC.

XX PROFIT
 NON-PROFIT

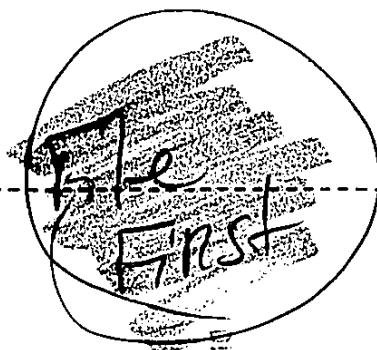
XX CORPORATE
 LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday



97 SEP 30 AM 11:27
DIVISION OF CORPORATION

97 SEP 30
DIVISION OF COF

9/30 JCH Withdrawal

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

PRINTED PRODUCTS GROUP, INC.

(Name of Corporation)

DELAWARE

(Incorporated Under Laws Of)

FILED
97 SEP 30 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

C/O PHYSICIAN COMPUTER NETWORK, INC. 1200 THE AMERICAN ROAD

(Mailing Address)

MORRIS PLAINS

NJ 07950

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature

PRESIDENT

Title

GORDON ROMER

Typed or printed name

September 23, 1997
Date



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September ²³~~24~~ 1997

CSC
TONYA
TALLAHASSEE, FL

SUBJECT: BRIGHUS COMPANY N.V.
Ref. Number: F93000001140

RESUBMIT

Please give original
submission date as file date.

We have received your document for BRIGHUS COMPANY N.V. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

- ✓ The current name of the entity is as referenced above. Please correct your document accordingly.
- ✓ The name and title of the person signing the document must be noted beneath or opposite the signature.
- ✓ The new name of the corporation must appear in number five of the document.
- ✓ The date of filing in Delaware of the domestication documents must appear in number four.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 197A00047300

RECEIVED
97 SEP 25 PM 3:47
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**RECEIVED STATE
TALLAHASSEE, FLORIDA

97 SEP 23 PM 4:10

FILED

SECTION I (1-3 must be completed)

1. Brighus COMPANY N.V.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Netherlands Antilles
3. Date authorized to do business in Florida: March 2, 1993

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

SEPTEMBER 11, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

BRIGHUS COMPANY, INC.

6. If the amendment changes the period of duration, indicate new period of duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

Delaware

 PRESIDENT
Signature
Name and Title

18 SEPT. 1997
Date

MADELINE D. PITTKIN, PRESIDENT

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DOMESTICATION OF NON U.S. CORPORATION OF "BRIGHUS COMPANY, INC.", FILED IN THIS OFFICE THE ELEVENTH DAY OF SEPTEMBER, A.D. 1997, AT 11:30 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2795087 8100D

971313857

AUTHENTICATION:

DATE: 8659330

09-19-97

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:30 AM 09/11/1997
971303342 - 2795087

CERTIFICATE
OF
DOMESTICATION

The undersigned, Madeline D. Pitkin, as President of Brighus Company N.V., in accordance with the provisions of Section 388 of Title 8 of the Delaware Code, does hereby certify:

FIRST: The corporation was first formed on June 14, 1979, in Curaçao, Netherlands Antilles.

SECOND: The name of the corporation immediately prior to the filing of this Certificate of Domestication was Brighus Company N.V.

THIRD: The name of the corporation as set forth in its certificate of incorporation is Brighus Company, Inc.

FOURTH: The jurisdiction that constituted the seat, siege social, principal place of business or central administration of the corporation immediately prior to the filing of this Certificate of Domestication was the Netherlands Antilles.

IN WITNESS WHEREOF, I, being the President of the corporation and being duly authorized to sign this Certificate of Domestication on behalf of the corporation have made, signed and sealed this Certificate of Domestication on this 11 day of September, 1997.


Madeline D. Pitkin

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BRIGHUS COMPANY, INC." FILED IN THIS OFFICE ON THE ELEVENTH DAY OF SEPTEMBER, A.D. 1997, AT 11:30 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2795087 8100D

971313857

AUTHENTICATION:

8659330

DATE:

09-19-97

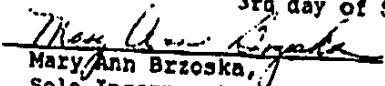
CERTIFICATE OF INCORPORATION
OF
BRIGHUS COMPANY, INC.

* * * * *

1. The name of the corporation is Brighus Company, Inc.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One Dollar and No Cents (\$1.00) amounting in the aggregate to One Thousand Dollars and No Cents (\$1,000.00).
5. The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by written ballot.
6. The name and mailing address of the sole incorporator is:

Mary Ann Brzoska
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801
7. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.
8. The corporation shall indemnify its officers, directors, employees and agents to the extent permitted by the General Corporation Law of Delaware.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 3rd day of September, 1997.


Mary Ann Brzoska,
Sole Incorporator