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Request
660 E.
Address
Tallahassee, Fla 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

ST&M

street

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Willard & Gibbs, Inc.

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS/ G/S | |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
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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. Willcox & Gibbs, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

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

3. May 11, 1995 4. Perpetual
(Date of Incorporation) (Duration)

5. Application pending
(Federal Employer Identification number, if applicable)

6. Will begin business upon approval of application
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 150 Alhambra Circle, Coral Gables, FL 33134
(Current mailing address)

8. Holding company
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Director: Chairman: Alain C. Viry
Address: 150 Alhambra Circle
Coral Gables, FL 33134

Vice Chairman: None
Address:

Director: Jon O. Fullerton
Address: 150 Alhambra Circle
Coral Gables, FL 33134

Director: Steven M. Hitt
Address: 150 Alhambra Circle
Coral Gables, FL 33134

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Officers:

President: Alain C. Viry
Address: 150 Alhambra Circle
Coral Gables, FL 33134

Vice President: Steven M. Hitt
Address: 150 Alhambra Circle
Coral Gables, FL 33134

Vice President and Secretary: Jon O. Fullerton
Address: 150 Alhambra Circle
Coral Gables, FL 33134

Vice President and Treasurer: Allan M. Gonopolsky
Address: 150 Alhambra Circle
Coral Gables, FL 33134

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: CT CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324
Zip Code

11. 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.

Registered agent's signature: Margaret Benton
(Officer)
(Type Name and Title of Officer)

12. 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.

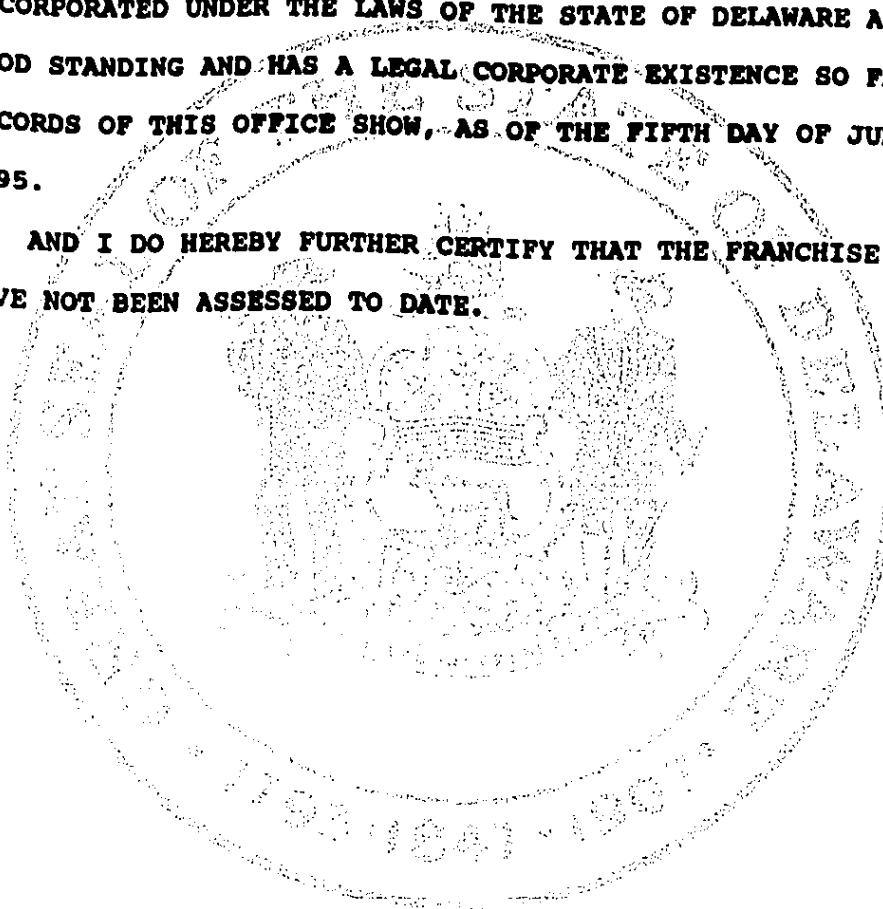
13. Jon O. Fullerton
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Jon O. Fullerton, Vice President and Secretary
(Name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WILLCOX & GIBBS, 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 FIFTH DAY OF JUNE, A.D. 1995.

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



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE:

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06-05-95

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DIVISION OF CORPORATIONS

CT CORPORATION SYSTEM

Requestor's Name
660 EAST JEFFERSON STREET

Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

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CORPORATION(S) NAME

Willcox ? Gibbs, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/26
Withdrawal
12/26/95
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**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Willcox & Gibbs, Inc. (a Delaware corporation)

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.

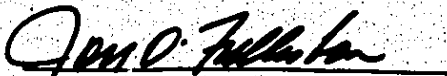
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

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.

150 Alhambra Circle, Suite 900
Coral Gables, Florida 33134

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

Willcox & Gibbs, Inc.


Jon O. Fullerton
Vice President and Secretary

December 18, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA