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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: WHITE & CASE
200 S BISCAYNE BLVD
SUITE 4900
MIAMI FL 33131-
CONTACT: MICHELE WAGONER
PHONE: (305) 371-2700
FAX: (305) 358-5744

(((H96000006232))) DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION

NAME: ICON INTERNATIONAL HOLDINGS, INC.

FAX AUDIT NUMBER: H96000006232
DATE REQUESTED: 05/02/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 4
ESTIMATED CHARGE: $78.75

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TIME REQUESTED: 11:56:42
CERTIFICATE OF STATUS: 1
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icon INTERNATIONAL, INC.

UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
IN LIEU OF A MEETING

The undersigned, constituting all the members of the Board of Directors of icon, International, Inc., a Delaware corporation (the "Corporation"), do hereby unanimously consent in writing pursuant to Section 141(f) of the Delaware Corporation Law to the adoption of the following resolutions without a meeting of the Board of Directors and do hereby waive any notice required in connection therewith:

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RESOLVED, that icon International, Inc., organized and existing in the State of Delaware, hereby adopts the name icon International Holdings, Inc. for use in the State of Florida.

This consent may be executed in separate counterparts and, when executed by each of the members of the Board of Directors of the Corporation, the foregoing resolutions shall be duly adopted by the Board of Directors as of the date hereof.

Dated as of April 17, 1996

Karl Georg Musiol

Dr. Thomas Andresen

ODOOBW90.W51

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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. Icon International, Inc. doing business in Florida as: Icon International Holdings, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. ______
(FEI number, if applicable)

4. January 19, 1996
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

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7. 1551 Forum Place 500 A
West Palm Beach, FL 33401
(Current mailing address)

8. General Partner of General Partnership
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Steve Landis

Office Address: 1551 Forum Place 500 A

West Palm Beach, **Florida**, 33401
(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.

STEVE LANDIS
(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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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. **DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: Dr. Thomas Andresen

Address: c/o icon Forschung & Consulting für Marketingentscheidungen GmbH

Vice Chairman: Karl Georg Musiol

Address: c/o icon S. ab. & bel. S.bol

Director: Karl Georg Musiol

Address: c/o icon Forschung & Consulting fur Marketingentscheidungen GmbH
Thumenberger Weg 2, D-90491 Nurnberg GERMANY

Director: Dr. Thomas Andresen

Address: c/o icon Forschung & Consulting fur Marketingentscheidungen GmbH
Thumenberger Weg 2, D-90491 Nurnberg GERMANY

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B. **OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: Karl Georg Musiol

Address: c/o icon Forschung & Consulting fur Marketingentscheidungen GmbH
Thumenberger Weg 2, D-90491 Nurnberg GERMANY

Vice President: Dr. Thomas Andresen

Address: c/o icon Forschung & Consulting fur Marketingentscheidungen GmbH
Thumenberger Weg 2, D-90491 Nurnberg GERMANY

Secretary: Dr. Thomas Andresen

Address: (same as above)

Treasurer: Dr. Thomas Andresen

Address: (same as above)

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. ______________________________
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Thomas Andresen

14. ______________________________
(Typed or printed name and capacity of person signing application)

KARL GEORG MUSIOL

State of Delaware

H96000006232

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ICON INTERNATIONAL, 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 FOURTEENTH DAY OF MARCH, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ICON INTERNATIONAL, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF JANUARY, A.D. 1996.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 7865766

DATE: 03-14-96