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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-12/12/97-01056-003
*****70.00 *****70.00

SUBJECT: Intrinsync Technology, 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:

Daniel P. McGlinn
(Name of Person)
Kreis, Enderle, Callander & Hudgins, P.C.
(Firm/Company)
One Moorsbridge, P.O. Box 4010
(Address)
Kalamazoo, MI 49003-4010
(City, State and Zip Code)

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Should you need to call someone concerning this matter, please call:

Daniel P. McGlinn, Esq. at (616) 324 - 3000
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Intrinsync Technology, 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 3. 38-3375674
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/14/97 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 12/1/97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 4341 S. Westnedge
Kalamazoo, MI 49008
(Current mailing address)

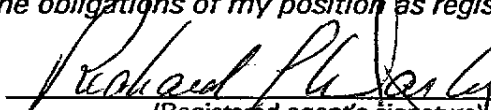
8. residential and commercial lighting and home electronic installation and design
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Richard L. Darby
Office Address: 11235 Metro Pkwy, S.E.
Ft. Myers, Florida, 33912
(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.


(Registered agent's signature) Richard L. Darby

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:

A. DIRECTORS

DIRECTOR : Harry W. Albright, Jr.

Address: 4341 S. Westnedge
Kalamazoo, MI 49008

** PLEASE NOTE THAT
THERE IS NO
CHAIRMAN OR
VICE CHAIRMAN

DIRECTOR : Richard W. Conklin

Address: 23027 Blue Jay Ave.
Mattawan, MI 49071

Director: Richard L. Darby

Address: 11235 Metro Pkwy, S.E.
Ft. Myers, FL 33912

Director: Robert R. Stark

Address: 3054 Windcrest Way
Grand Rapids, MI 49525

B. OFFICERS

President: Robert R. Stark

Address: 3054 Windcrest Way
Grand Rapids, MI 49525

Vice President: Harry W. Albright, Jr. and Richard L. Darby

Address: 4341 S. Westnedge 11235 Metro Pkwy, S.E.
Kalamazoo, MI 49008 Ft. Myers, FL 33912

Secretary: Richard W. Conklin

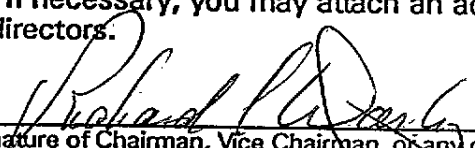
Address: 23027 Blue Jay Ave.
Mattawan, MI 49071

Treasurer: Richard W. Conklin

Address: 23027 Blue Jay Ave.
Mattawan, MI 49071

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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)

14. RICHARD L. DARBY, DIRECTOR
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTRINSYNC TECHNOLOGY, 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 DECEMBER, A.D. 1997.

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 8797090

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