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PHILIPS

Philips Electronic Instruments Company  
A Division of North American Philips Corporation  
85 McKee Drive, Mahwah, NJ 07430 • (201) 529-3800

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-02/03/98--01092--010  
\*\*\*\*131.25 \*\*\*\*131.25

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. EDAX, INC. (Corporation Name) (Document #)
- 2. \_\_\_\_\_ (Corporation Name) (Document #) w98-2562
- 3. \_\_\_\_\_ (Corporation Name) (Document #)
- 4. \_\_\_\_\_ (Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time \_\_\_\_\_
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -4 AM 8:16  
SL  
3/4

Examiner's Initials

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: EDAX, 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:

JAMES ABRAMSON

(Name of Person)

EDAX, INC.

(Firm/Company)

85 MCKEE DRIVE

(Address)

MAHWAH, NJ 07430

(City/State/Zip)

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

JAMES ABRAMSON

(Name of Person)

at (201) 529-6196

(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 Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

# ARTHUR ANDERSEN

February 27, 1998

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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Arthur Andersen LLP

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101 Eisenhower Parkway  
Roseland NJ 07068-1099  
973 403 6100

Re: **Edax, Inc.**  
Ref. Number: **W98000002562**

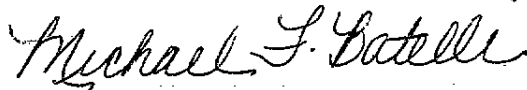
To Whom It May Concern:

In response to your request, we are enclosing one original certificate of good standing.

If you have any questions or concerns, please feel free to call me at 973-403-6431.

Very truly yours,

ARTHUR ANDERSEN LLP



By  
Michael F. Batelli

OLM/stali/lrs/edax225

Enclosure



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 4, 1998

JAMES ABRAMSON  
EDAX INC.  
85 MCKEE DRIVE  
MAHWAH, NJ 07430

SUBJECT: EDAX INC.  
Ref. Number: W98000002562

We have received your document for EDAX INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that we are returning the certified copy you submitted, as it is not the same as the certificate we require.

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) 487-6958.

Lee Rivers  
Document Examiner

Letter Number: 998A00006387

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. EDAX, 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. 22-3554411

(FEI number, if applicable)

4. 11/14/97

(Date of Incorporation)

5. PERPETUAL

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

6. 01/24/98

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

7. 13621 EAGLE RIDGE ROAD #1535

FORT MEYERS, FL 33912

(Current mailing address)

8. COMPUTER SOFTWARE AND EQUIPMENT SALES

(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: TARA RIGGI

Office Address: 13621 Eagle Ridge Road #1535

FORT MEYERS

, 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)

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  
DIVISION OF CORPORATIONS  
98 MAR - 3  
AM 8:16

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: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: ALAN DEVENISH

Address: 194 NORTH JEAN STREET

RAMSEY, NJ 07446

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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DIVISION OF CORPORATIONS  
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B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: ALAN DEVENISH

Address: 194 NORTH JEAN STREET

RAMSEY, NJ 07446

Vice President: KEES den BLANKEN

Address: VAN HEEMSPALAN 44, 6614 KK AMHEM

NETHERLANDS

Secretary: JAMES ABRAMSON

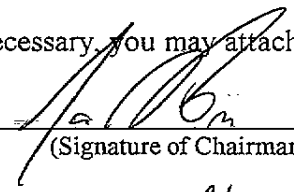
Address: 8 HILLCREST AVENUE

CLIFTON, NJ 07013

Treasurer: DAVID MCLEMORE

Address: NOT AVAILABLE - WILL PROVIDE at an alternative date

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

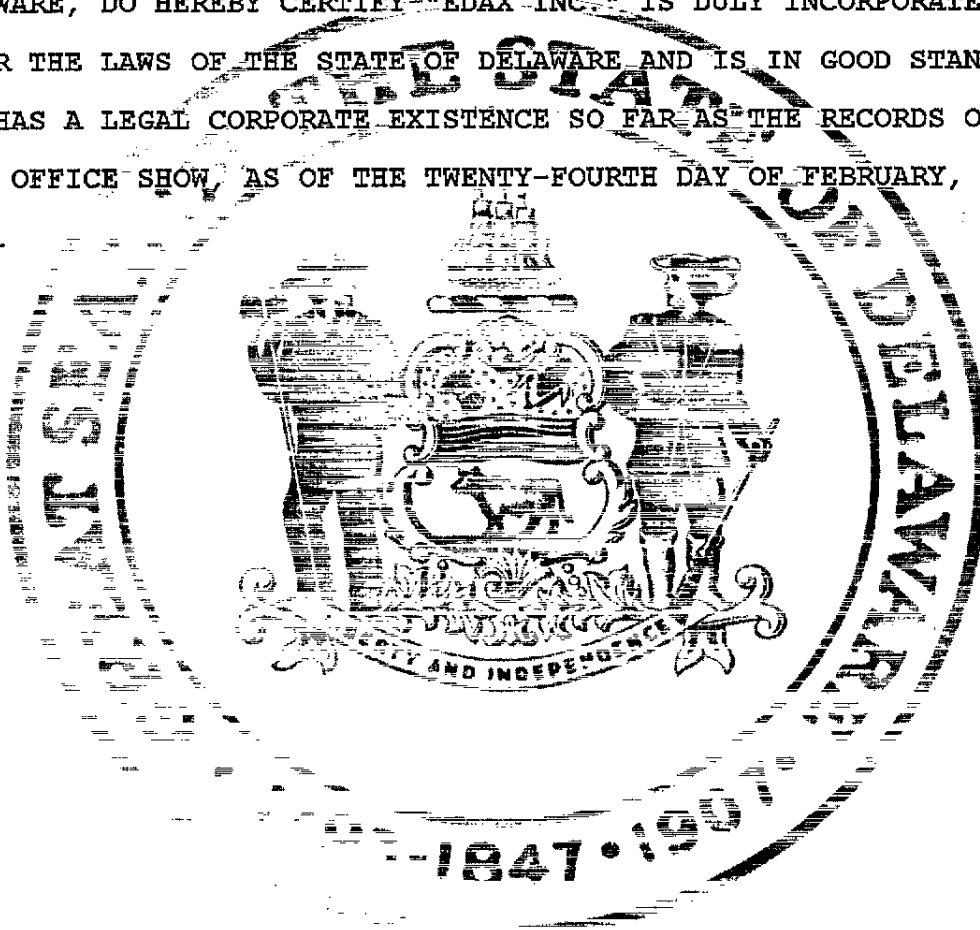
13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James Abramson - Secretary \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

*State of Delaware*  
**Office of the Secretary of State** PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY-"EDAX 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 TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1998.



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -4 AM 8:16



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:  
DATE: 8936395  
02-24-98