



THE UNITED STATES  
CORPORATION  
COMPANY

F98000002692

98 MAY 12 AM 10:59

ACCOUNT NO. DIVISION OF CORPORATION  
072100000032

REFERENCE : 780991 4338256

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pajito*

ORDER DATE : April 14, 1998

ORDER TIME : 9:40 AM

ORDER NO. : 780991-005

CUSTOMER NO: 4338256

CUSTOMER: Laura-jayne Urso, Legal Asst.  
Kirkland & Ellis  
153 East 53rd Street  
Citicorp Center 39th Floor  
New York, NY 10022-4675

100002520331--5

FOREIGN FILINGS

NAME: CATAMARAN ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

305/12  
98 MAY 12 AM 11:22  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**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. Catamaran Acquisition Corp.  
(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. 13-3967974  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/27/97 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing of Application  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 2050 Spectrum Blvd., Fort Lauderdale, FL 33309

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.  
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301  
(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.*

Carol K. [Signature]  
(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: See attached officers/directors rider

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

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

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

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

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

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

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

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

President: See attached officers/directors rider

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

**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. **Raphael D. Umansky, Secretary**

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

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**Catamaran Acquisition Corp.**  
**Item 12 A**  
**to**  
**Application by Foreign Corporation For Authorization**  
**to Transact Business in Florida**

**DIRECTORS**

| <u>Name</u>       | <u>Address</u>  |
|-------------------|---|
| Robert Knox       | c/o Cornerstone Equity Investors<br>717 Fifth Avenue<br>New York, NY 10022                                      |
| Dana O'Brien      | c/o Cornerstone Equity Investors<br>717 Fifth Avenue<br>New York, NY 10022                                      |
| Robert Getz       | c/o Cornerstone Equity Investors<br>717 Fifth Avenue<br>New York, NY 10022                                      |
| Martha Robinson   | c/o Cornerstone Equity Investors<br>717 Fifth Avenue<br>New York, NY 10022                                      |
| James Booth       | 2050 Spectrum Blvd.<br>Fort Lauderdale, FL 33309  |
| Allan C. Sorensen | 2050 Spectrum Blvd.<br>Fort Lauderdale, FL 33309  |
| Walker L. Poole   | c/o NationsBanc Capital Investors<br>NationsBanc Corporate Center<br>100 N. Tryon Street<br>Charlotte, NC 28255 |

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**Cafamaran Acquisition Corp.**  
**Item 12 B**  
**to**  
**Application by Foreign Corporation For Authorization**  
**to Transact Business in Florida**

**OFFICERS**

| <b>Name</b>           | <b>Title</b>  | <b>Address</b>                                   |
|-----------------------|---|--|
| James Booth           | President and Chief Executive Officer                 | 2050 Spectrum Blvd.<br>Fort Lauderdale, FL 33309 |
| Kathleen A. Gilmartin | Vice President and Chief Operating Officer            | 2050 Spectrum Blvd.<br>Fort Lauderdale, FL 33309 |
| Paul Haggard          | Vice President, Chief Financial Officer and Treasurer | 2050 Spectrum Blvd.<br>Fort Lauderdale, FL 33309 |
| Philip Baird          | Vice President<br>(Franchise/License Operations)      | 2050 Spectrum Blvd.<br>Fort Lauderdale, FL 33309 |
| Raphael D. Umansky    | Secretary   | 2050 Spectrum Blvd.<br>Fort Lauderdale, FL 33309 |

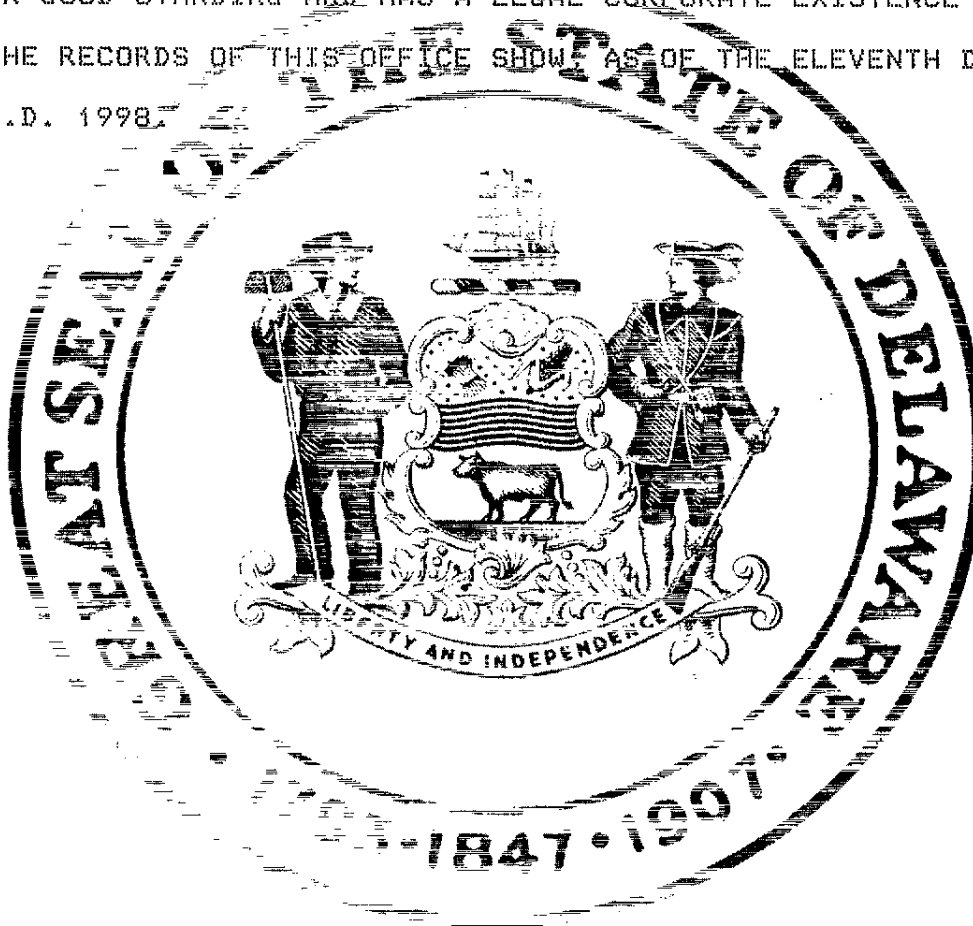
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DIVISION OF CORPORATIONS  
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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CATAMARAN ACQUISITION CORP." 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 ELEVENTH DAY OF MAY, A.D. 1998.



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DIVISION OF CORPORATIONS  
98 MAY 12 AM 11:22



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9072239

DATE:

05-11-98