F99000001052

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 145188 4336650

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

ORDER DATE : February 23, 1999

ORDER TIME : 4:03 PM

ORDER NO. : 145188-010

CUSTOMER NO: 4336650

100002786571--5

CUSTOMER: Ms. Michelle E. Smith
Baker & Mckenzie
1200 Brickwell Avenue
19th Floor
Miami, FL 33131

FOREIGN FILINGS

99 FEB 24 AM 8:29
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
99 FEB 23 PM 4:45
DIVISION OF CORPORATION

NAME: HONOR ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

mtn
2/25

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

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

3. Applied for
(FEI number, if applicable)

4. 10/2/98
(Date of Incorporation)

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

6. Upon filing
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. 2600 Lake Lucien Drive, Suite 180
Maitland, Florida 32751
(Current mailing address)

8. to engage in any lawful act or activity for which a corporation 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)

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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.

Corporation Service Company

By: [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.

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: Thomas O. Bennion

Address: 2600 Lake Lucien Drive, Suite 180

Maitland, Florida 32751

Director: ______

Address: ______

______

Director: ______

Address: ______

______

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

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President: ______

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. T.O. Bennion

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

14. Thomas O. Bennion, Vice Chairman

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

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HONOR 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 TWENTY-THIRD DAY OF FEBRUARY, A.D. 1999.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HONOR ACQUISITION CORP." WAS INCORPORATED ON THE SECOND DAY OF OCTOBER, A.D. 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 24 AM 8:29

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 9592065

DATE: 02-23-99

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