

F990000001097

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: VAAI Holdings, Inc.
(Name of corporation - must include suffix)

200002775392--8
-02/15/99--01083--008
*****78.75 *****78.75

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:

Charles Ott
(Name of Person)
VAAI Holdings, Inc.
(Firm/Company)
1850 Gateway Drive, Suite 500
(Address)
San Mateo, CA 94404
(City/State/Zip)

W99-3847

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

Patrick Mullins at (650) 577-5510
(Name of Person) (Area Code & Daytime Telephone Number)

9/2/26

STREET ADDRESS:

Qualification/Tax Lien Section
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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



1850 GATEWAY DRIVE
SUITE 500
SAN MATEO
CALIFORNIA 94404

TEL (650) 577-5700
FAX (650) 345-7710

February 11, 1999

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

VAAI Holdings, Inc., a Delaware corporation, is applying for qualification to do business in the State of Florida. Enclosed please find one (1) original and one (1) copy of the Application by Foreign Profit Corporation for Authorization to Transact Business in Florida. We request that the copy be file stamped and returned for our records in the envelope provided.

Also enclosed is a check for \$78.75 representing the filing fee for the Application, and an original certificate of good standing from the domicile state.

If you have any questions concerning the enclosed documents please contact the undersigned at (650) 577-5510. Thank you very much.

Sincerely,

Patrick Mullins
Corporate Legal Administrator

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 16, 1999

CHARLES OTT
VAAI HOLDINGS, INC.
1850 GATEWAY DR., STE. 500
SAN MATEO, CA 94404

SUBJECT: VAAI HOLDINGS, INC.
Ref. Number: W99000003847

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We have received your document for VAAI HOLDINGS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 599A00006830

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. VAAI 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 3. 94-3317990
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/23/98 5. Perpetual
(Date of incorporation) (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.)

7. 1850 Gateway Drive, Suite 500
San Mateo, CA 94404
(Current mailing address)

8. Network Service Provider
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

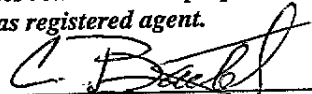
Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

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.


C. Baclet, V.P. (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)

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

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

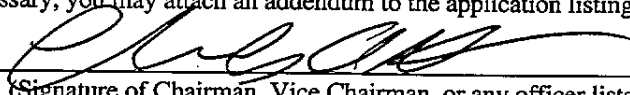
Address: _____

Treasurer: _____

Address: _____

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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. Charles Ott/ Assistant Secretary
(Typed or printed name and capacity of person signing application)

VAAI Holdings, Inc.
List of Officers and Directors

1. Kent J. Thiry, Chairman/ Director
1850 Gateway Drive, Suite 500
San Mateo, CA 94404
2. LeAnne Zumwalt, Secretary/Treasurer
1850 Gateway Drive, Suite 500
San Mateo, CA 94404
3. Joe Mello, President
150 South Pine Island Road, Suite 520
Plantation, FL 33324
4. Bill Pecora, Chief Financial Officer
150 South Pine Island Road, Suite 520
Plantation, FL 33324
5. Chuck Ott, Assistant Secretary and General Counsel
1850 Gateway Drive, Suite 500
San Mateo, CA 94404
6. F. Warren Hellman/ Director
c/o Hellman & Friedman
One Maritime Plaza
12th Floor
San Francisco, CA 94111
7. David Lewis Lowe/Director
c/o Friedman & Fleischer
One Maritime Plaza
10th Floor
San Francisco, CA 94111
8. Stephen Gerard Pagliuca
c/o Information Partners
2 Copely Place
Boston, MA 02116
9. William Stanley Price, III
c/o Texas Pacific Group
345 California Street
Suite 3300
San Francisco, CA 94104

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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 "VAAI HOLDINGS, 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 NINTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2970481 8300

991051151

AUTHENTICATION:

9566233

DATE:

02-09-99

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