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Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : EDWARDS & ANGELL
Account Number : 075410001517
Phone : (561) 833-7700
Fax Number : (561) 655-8719

FOREIGN PROFIT QUALIFICATION

UNIPOWER-MICRO CORP.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
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| Estimated Charge | \$78.75 |

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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. Unipower-Micro 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. 4/12/99
(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. c/o North American Fund III, Ltd.
312 S.E. 17th Street, Suite 300, Ft. Lauderdale, FL 33316
(Current mailing address)
8. Engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.
(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: Angell Corporate Services, Inc.
Office Address: 250 Royal Palm Way, Ste. 300,
Palm Beach, Florida, 33480
(Zip code)

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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.

By: Jonathan E. Cole
(Registered agent's signature)

Jonathan E. Cole, President

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) See attached)
Samara J. Cooper, FL Bar #0132100, Edwards & Angell, 250 Royal Palm Way, #300, Palm Beach FL 33480 (561-833-7700)
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: SEE ATTACHED LIST

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. Joe Merino, President

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

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Unipower-Micro Corp.**Rider listing Officers and Directors:****President:** Joe Merinoc/o Unipower Corporation
3900 Coral Ridge Drive
Coral Springs, FL 33065**Vice President:** Patrick Hunter
Mark Hart**Treasurer:** Bianca Gallo-Pucci

" "

Secretary: Bianca Gallo-Pucci

" "

Assistant Secretary: Joe Merino

" "

Directors: Charles L. Palmer, Chairmanc/o North American Fund III, L.P.
312 S.E. 17th Street, Suite 300
Ft. Lauderdale, FL 33316

Raymond A. Fleites

" "

Joe Merino

c/o Unipower Corporation
3900 Coral Ridge Drive
Coral Springs, FL 33065FILED
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNIPOWER-MICRO 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 THIRTEENTH DAY OF APRIL, A.D. 1999.

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

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STATE
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Edward J. Freel, Secretary of State

AUTHENTICATION: 9683859

DATE: 04-13-99

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