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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

Delta Acquisition Sub, Inc.

(x) Profit ( ) Nonprofit	( ) Amendment	( ) Merger
(x) Foreign	( ) Dissolution/Withdrawal ( ) Reinstatement	( ) Mark
( ) Limited Partnership ( ) LLC	( ) Annual Report ( ) Name Registration ( ) Fictitious Name	( ) Other ( ) Change of RA ( ) UCC
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( ) Call When Ready (x) Walk In ( ) Mail Out	( ) Call If Problem ( ) Will Wait	( ) After 4:30 (x) Pick Up

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DIVISION OF CORPORATIONS
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9/20/99

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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. Delta Acquisition Sub, 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. Iowa
(State or country under the law of which it is incorporated)

3. 51-0391677
(FEI number, if applicable)

4. March 5, 1999
(Date of incorporation)

5. Perpetual
(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. 1007 Market Street, Suite D8052, Wilmington, Delaware 19898
(Current mailing address)

8. See attached purpose clause
(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Bonnie A. Schuman
(Registered agent's signature) (Officer)

Bonnie A. Schuman, Assistant Secretary
(Type Name and Title of Officer)

(FL - 2189 - 11/16/94)

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: ______

______

Vice Chairman: See attached list of directors

Address: ______

______

Director: See attached list of directors

Address: ______

______

Director: ______

Address: ______

______

B. OFFICERS

President: See attached list of officers

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.

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

14. Loriann Lea, Secretary
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Purpose Clause of
Delta Acquisition Sub, Inc.

to engage in any lawful act or activity for which corporations may be organized to do business under Iowa (domestic state) and State law including but not limited to the use of this company to acquire other entities to establish business combinations

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DELTA ACQUISITION SUB, INC.

DIRECTORS AND OFFICERS

TITLE	NAME	ADDRESS
Director	A. Lloyd Adams	1007 Market Street Suite D8052 Wilmington, DE 19898
Director	Joseph A. Girardi	1007 Market Street Suite D8052 Wilmington, DE 19898
Director	Susan M. Stalnecker	1007 Market Street Suite D8052 Wilmington, DE 19898
Chairman and Chief Executive Officer	Susan M. Stalnecker	1007 Market Street Suite D8052 Wilmington, DE 19898
President	Gary Pfeiffer	1007 Market Street Suite D8052 Wilmington, DE 19898
Vice President and Treasurer	Joseph A. Girardi	1007 Market Street Suite D8052 Wilmington, DE 19898
Vice President	Charles O. Holliday, Jr.	1007 Market Street Suite D8052 Wilmington, DE 19898
Vice President and Assistant Treasurer	A. Lloyd Adams	1007 Market Street Suite D8052 Wilmington, DE 19898
Secretary	Loriann Lea	1007 Market Street Suite D8052 Wilmington, DE 19898
Assistant Secretary	Ann L. Douglas	1007 Market Street Suite D8052 Wilmington, DE 19898
Assistant Secretary	Mary Bowler	1007 Market Street Suite D8052 Wilmington, DE 19898

No. 00110316
Date: 09/08/1999

IOWA
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C T CORPORATION SYSTEM
NANCY
2222 GRAND
DES MOINES, IA 50312

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CERTIFICATE OF EXISTENCE

Name: DELTA ACQUISITION SUB, INC.
Begin date: 19990305
Expiration: PERPETUAL

I, CHESTER J. CULVER, secretary of state of the state of Iowa, custodian of the records of incorporations, certify that the corporation is in existence and was duly incorporated under the laws of Iowa on the date printed above, that all fees required by the Iowa Business Corporation Act have been paid by the corporation, that the most recent biennial corporate report has been filed by the secretary of state, and that articles of dissolution have not been filed.

GREAT SEAL OF THE STATE OF IOWA
SECRETARY OF STATE
SEAL

Chester J. Culver

CHESTER J. CULVER SECRETARY OF STATE

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