Detument Nymber Galy CT Corporation System 660 Fact Lafferson Street

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

CORPORATION(S) NA	ME	10000299: -09/20/99- *****70.01	-01054014
Delta Acquisition Sub, Ir	nc.		
(x) Profit () Nonprofit	() Amendment	() Merger	18 66 1
(x) Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark	- 20 T
() Limited Partnership () LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA () UCC	OR STATE
() Certified Copy	() Photocopies	() CUS	
() Call When Ready (x) Walk In () Mail Out	() Call If Problem () Will Wait	() After 4:30 (x) Pick Up	_
Name Availability Document Examiner Updater Verifier Acknowledgement W.P. Verifier	09/20/99	BM 9/21	866 14 10 10 10 10 10 10 10 10 10 10 10 10 10

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 STATE OF FLORIDA:

. 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) (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. <u>See attached purpose clause</u> (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
C/o C T Corporation System, 1200 South Pine Office Address: 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)

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: **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: _____ **OFFICERS** В. President: See attached list of officers Address: Vice President: Address: Secretary: Address: _____

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to

Treasurer:	
Address:	
NOTE: If necessary, you may attach an addendum to the application listing additional office and/or directors.	TO OF SATE
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)	TO KO
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

DELTA ACQUISITION SUB, INC.

DIRECTORS AND OFFICERS

TITLE	NAME	ADDRESS	7
Director	A. Lloyd Adams	1007 Market Street	1
	_	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	Susan M. Stalnecker	1007 Market Street	
Executive Officer		Suite D8052	
		Wilmington, DE 19898	
President	Gary Pfeiffer	1007 Market Street	
		Suite D8052	
		Wilmington, DE 19898	
Vice President and	Joseph A. Girardi	1007 Market Street	
Treasurer	_	Suite D8052	
		Wilmington, DE 19898	
Vice President	Charles O. Holliday, Jr.	1007 Market Street	
		Suite D8052	
		Wilmington, DE 19898	
Vice President and	A. Lloyd Adams	1007 Market Street	
Assistant Treasurer		Suite D8052	
		Wilmington, DE 19898	
Secretary	Loriann Lea	1007 Market Street	
		Suite D8052	
		Wilmington, DE 19898	
Assistant Secretary	Ann L. Douglas	1007 Market Street	
1 2000000000000000000000000000000000000		Suite D8052	
		Wilmington, DE 19898	
Assistant Secretary	Mary Bowler	1007 Market Street	
		Suite D8052	
1		Wilmington, DE 19898	İ



No. 00110316 Date: 09/08/1999

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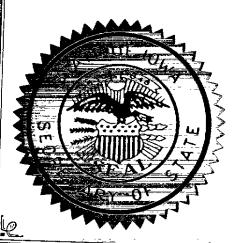
C T CORPORATION SYSTEM NANCY 2222 GRAND DES MOINES, IA 50312

CERTIFICATE OF EXISTENCE

Name: DELTA ACQUISITION SUB,

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



CHESTER J. CULVER

SECRETARY OF STATE