



# F99000005950

ACCOUNT NO. : 072100000032

REFERENCE : 478983 4320229

AUTHORIZATION :

*Patricia Pigott*

COST LIMIT : \$ 78.75

ORDER DATE : November 11, 1999

ORDER TIME : 11:02 AM

ORDER NO. : 478983-015

400003042554--6

CUSTOMER NO: 4320229

CUSTOMER: Kelly A. Howley, Paralegal  
Kilpatrick Stockton, LLP  
1100 Peachtree Street  
Suite 2800  
Atlanta, GA 30309

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 NOV 12 PM 12:48

FOREIGN FILINGS

NAME: C&S ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

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99 NOV 12 AM 11:29  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*3/K*  
*11/17/99*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 12, 1999

ANGIE GLISAR  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: C&S ACQUISITION CORP.  
Ref. Number: W99000026115

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We have received your document for C&S ACQUISITION CORP. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 399A00054571

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**RESUBMIT**  
Please give original  
filing date as file date.

**CERTIFICATE OF SECRETARY  
OF  
C&S ACQUISITION CORP.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 12 PM 12:48

I, Michael J. Cochran, do hereby certify that I am the duly elected and qualified Secretary of C&S Acquisition Corp., a Georgia corporation (the "Corporation"), and that the following is a true and correct copy of the resolution of the Board of Directors of the Corporation, adopted by unanimous written consent on the 15th day of November, 1999:

**"RESOLVED**, that, inasmuch as the Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of the Corporation is not available for corporate use in the State of Florida, the Corporation hereby adopts the alternate name "Predictive Maintenance, Inc." for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

**FURTHER RESOLVED**, that the officers of the Corporation be, and hereby are, authorized and directed to cause any and all required documents to be prepared, executed, and filed so that the Corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause the corporation to use the said alternate name in the transaction of business in the State of Florida."

Executed on the 15th day of November, 1999.

  
Michael J. Cochran, Secretary

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

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DIVISION OF CORPORATIONS  
99 NOV 19 2 PM 12:18

1. C&S 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. Georgia 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/03/99 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. 4330 Georgetown Square, Suite 502  
Atlanta, GA 30338  
(Current mailing address)

8. maintenance of machinery and equipment  
(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: 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: Laura R. King  
(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: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

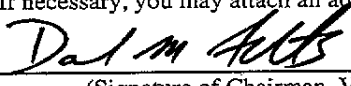
Secretary: \_\_\_\_\_

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

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**C&S ACQUISITION CORP.**  
**OFFICERS AND DIRECTORS**

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DIVISION OF CORPORATIONS  
99 NOV 12 PM 12:48

<u>Name</u>	<u>Title</u>	<u>Address</u>
David M. Felts	Chairman of the Board	4330 Georgetown Square Suite 502 Atlanta, GA 30338
Pat Harrigan	President	4330 Georgetown Square Suite 502 Atlanta, GA 30338
Walter L. Maddy	Chief Financial Officer and Vice President	1345 Industrial Park Rd. Mulberry, FL 33680-9613
Michael J. Cochran	Secretary and Director	4330 Georgetown Square Suite 502 Atlanta, GA 30338

# Secretary of State

## Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K93140259  
CONTROL NUMBER : K945142  
DATE INC/AUTH/FILED: 11/03/1999  
JURISDICTION : GEORGIA  
PRINT DATE : 11/10/1999  
FORM NUMBER : 211

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DIVISION OF CORPORATIONS  
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KILPATRICK STOCKTON LLP  
KELLY A. HOWLEY  
1100 PEACHTREE ST STE 2800  
ATLANTA, GA 30309

### CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

#### C&S ACQUISITION CORP. A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



*Cathy Cox*

Cathy Cox  
Secretary of State