



MO1000001394

ACCOUNT NO. : 072100000032

REFERENCE : 192805 7217983

AUTHORIZATION :

COST LIMIT : \$ 125.00

Patricia Poynt

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 20 PM 2:20

FILED

ORDER DATE : June 20, 2001

ORDER TIME : 11:38 AM

ORDER NO. : 192805-005

CUSTOMER NO: 7217983

CUSTOMER: Julie Shover, Legal Asst
Brennan, Manna & Diamond, Llc
The Carnegie Building
75 E. Market Street
Akron, OH 44308

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RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 JUN 20 PM 1:40

NOT EXTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FOREIGN FILINGS

UD ACQUISITION, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

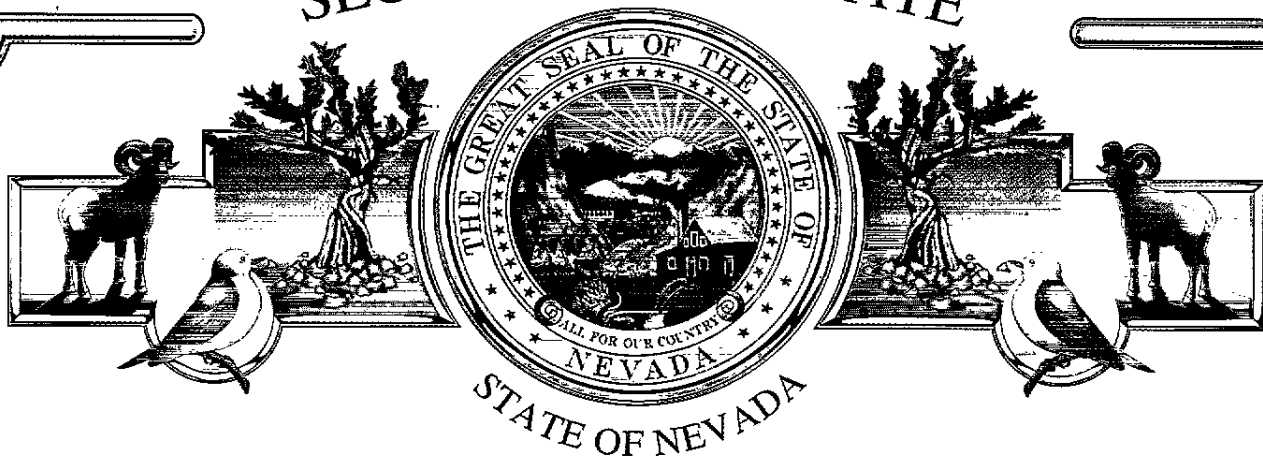
- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

MO1-1394
AL

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **UD ACQUISITION, LLC**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 14, 2001, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on June 15, 2001.



Dean Heller

Secretary of State

By

Patricia Isaman

Certification Clerk

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. UD Acquisition, LLC
(Name of foreign limited liability company)

2. State of Nevada
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 34-1958958
(FEI number, if applicable)

4. June 15, 2001
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will exist or "perpetual")

6. Upon Filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 75 E. Market Street, Akron, Ohio 44308
(Street address of principal office)

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TALLAHASSEE, FLORIDA

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Anthony S. Manna 75 E. Market Street, Akron, Ohio 44308

Kenneth J. Krismanth 454 S. Third Street, Jacksonville Beach, Florida 32250

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Manufacturing

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Lee S. Walko

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

UD Acquisition, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


BRIAN COURTNEY, ASST. V.P.

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)