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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

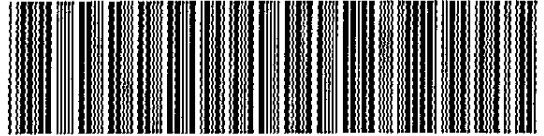
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Patrick W. Martin  
Direct Dial: (619) 515-3230  
E-mail: [pwm@procopio.com](mailto:pwm@procopio.com)  
Our File No. 110500-2

January 10, 2003

**VIA FEDEX**

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: SMT Industrial LLC, a Delaware limited liability company

Dear Sir or Madam:

On behalf of our above-referenced client, please find enclosed the following documents for purposes of registration in Florida:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Good Standing dated December 27, 2002 issued from the Delaware Secretary of State;
3. Certificate of Designation of Registered Agent/Registered Office; and
4. Check No. 076769 in the amount \$160.00 to cover the filing fees. Please note that our fees include the \$30 for a Certified Copy and \$5 for a Certificate of Status.

Please forward all original documents to our offices.

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Registration Section  
Division of Corporations  
January 10, 2003  
Page 2

Thank you for your consideration. Please do not hesitate to contact us with any questions or comments you may have.

With kindest regards,



PATRICK W. MARTIN, of  
Procopio, Cory, Hargreaves  
& Savitch LLP

PWM:rcd  
Enclosures

cc: Mr. Alfredo D. Spadaro (w/o enc.)  
Ms. Adriana E. Haub (w/o enc.)

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TALLAHASSEE, FLORIDA

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. SMT Industrial LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For  
(FEI number, if applicable)
4. July 5, 2002  
(Date of Organization)
5. December 31, 2052  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 1, 2003  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 8206 NW 30 Terrace  
Miami, FL 33122  
(Street address of principal office)

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:

Alfredo D. Spadaro, President & Treasurer

13639 Old El Camino Real

San Diego, CA 92130

Adriana E. Haub, Vice-President & Secretary

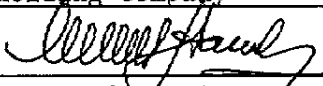
8206 NW 30 Terrace

Miami, FL 33122

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: \_\_\_\_\_

Investment/Holding Company

  
\_\_\_\_\_  
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.)

Adriana E. Haub, Manager

\_\_\_\_\_  
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

SMT Industrial LLC

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

Adriana E. Haub

(Name)

8206 NW 30 Terrace

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

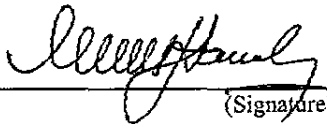
Miami

FL

33122

(City/State/Zip)

*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.*



(Signature)

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

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# Delaware

PAGE 1

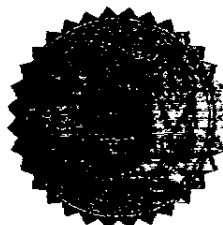
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMT INDUSTRIAL LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SMT INDUSTRIAL LLC" WAS FORMED ON THE FIFTH DAY OF JULY, A.D. 2002.

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

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 2175283

DATE: 12-27-02