



# MERIDIAN®

APPLIED TECHNOLOGY SYSTEMS USA, L.L.C.

4041 POWDER MILL ROAD • SUITE 510  
CALVERTON • MARYLAND • 20705 • USA

m98000001285

October 8, 1998

Florida Department of State  
Registration Section, Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

700002662187--3  
-10/13/98-01018-008  
\*\*\*\*346.25 \*\*\*\*302.50  
346.25

Dear Secretary of State:

Our company is applying to register as a foreign limited liability company to transact business in Florida.  
Enclosed please find:

1. Our application
2. A certificate of designation of registered agent.
3. The affidavit of membership and contributions of our foreign limited liability company
4. A certificate of existence from the State of Delaware, the state our company was incorporated in.
5. Our payment in the amount of \$346.25 to cover the fees for registering

( \$250 filing fee, \$35 designation of registered agent fee, \$52.50 for a certified copy, and \$8.75 for a Certificate of Status.)

Please contact me with any questions.

Name	10/13/98
Availability	dcc
Document Examiner	Sara Deshler
Updater	Sara Deshler
Updater Verifier	DCC
Adjudgement	DCC
W. P. Verifier	DCC

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m980000023461

FILED  
98 NOV -3 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



4041 POWDER MILL ROAD • SUITE 510  
CALVERTON • MARYLAND • 20705 • USA

10/28/98

Diane Cushing  
Florida Department of State  
Registration Section, Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Ms. Cushing,

We are in receipt of your letter of October 15, 1998, referencing W9800002346, Meridian Applied Technology Systems USA, L.L.C. We have made the corrections you requested. Please find enclosed the application and a copy of your letter, as requested. We trust we have fulfilled all requirements, if not please contact me.

Sincerely,

  
Sara Deshler



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 15, 1998

SARA DESHLER  
MERIDIAN  
4041 POWDER MILL ROAD, SUITE 510  
CALVERTON, MD 20705

SUBJECT: MERIDIAN APPLIED TECHNOLOGY SYSTEMS USA, L.L.C.  
Ref. Number: W98000023461

We have received your document for MERIDIAN APPLIED TECHNOLOGY SYSTEMS USA, L.L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 598A00051131

# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT 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. Meridian Applied Technology Systems USA, L.L.C.  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 52-1935813  
(FEI number, if applicable)
4. 5/11/95  
(Date of Organization)
5. December 31, 2050  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. September 29, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4041 Powder Mill Road, Suite 510  
Calverton, Md. 20705 USA  
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>William H. Bilawa</u>	<u>President</u>		
<u>4041 Powder Mill Road</u>	<u>MGRM</u>		
<u>Suite 500</u>			
<u>Calverton, Md 20705</u>		<u>Sterling C. Scott</u>	<u>Executive Vice</u>
		<u>4041 Powder Mill Road</u>	<u>President</u>
		<u>Suite 510</u>	<u>KGR</u>
		<u>Calverton, Md. 20705 USA</u>	
<u>Nicholas Innerbichler</u>	<u>Chairman</u>		
<u>4041 Powder Mill Road</u>	<u>MGRM</u>		
<u>Suite 500</u>			
<u>Calverton, md 20705</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

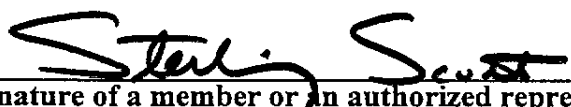
The undersigned member or authorized representative of a member of Meridian Applied Technology  
Systems USA, L.L.C. certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 7,000,000.

3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;  
(A description of the property is attached and made a part hereto.)  
and

4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 7,000,000.  
(This total includes amounts from 2 and 3 above.)

  
\_\_\_\_\_  
**Signature of a member or an authorized representative of a member.**  
(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

Sterling Scott

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Filing Fee: \$250.00 for Application and Affidavit**

**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:

Meridian Applied Technology Systems USA, L.L.C.

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

Jose Ignacio Curiel, C/O Meridian Applied Technology

(Name)

7855 N.W. 29th Street, Suite 150

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

Miami

FL

33122

City/State/Zip

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TALLAHASSEE, FLORIDA

*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.*

  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

*State of Delaware*  
*Office of the Secretary of State*

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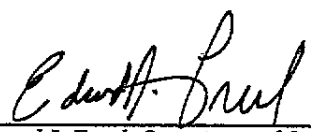
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERIDIAN APPLIED TECHNOLOGY SYSTEMS USA, L.L.C." 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 THIRTIETH DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

2506506 8300

AUTHENTICATION:

9331077

981379418

DATE:

09-30-98