

# M98000001515



ACCOUNT NO. : 072100000032

REFERENCE : 065394 4814048

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ORDER DATE : December 15, 1998

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ORDER NO. : 065394-005

CUSTOMER NO: 4814048

CUSTOMER: Aimee Williams, Legal Asst  
Waller Lansden Dortch & Davis  
Suite 2100  
511 Union Street  
Nashville, TN 372198966

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-12/15/98--01057--025  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

## FOREIGN FILINGS

NAME: CAMBER COMPANIES, LLC

000002713020--2  
-12/15/98--01057--026  
\*\*\*\*\*250.00 \*\*\*\*\*250.00

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

Name	
Availability	<i>NGH</i>
Document Examiner	<i>NGH</i>
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Acknowledgement	<i>NGH</i>
P. Verifier	<i>NGH</i>

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98 DEC 15 PM 12:18  
DIVISION OF CORPORATION

# 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. Camber Companies, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 62-1735031  
(FEI number, if applicable)
4. 3-25-98  
(Date of Organization)
5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing of this application  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 102 Woodmont Boulevard, Suite 320, Nashville, Tennessee 37205  
(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>please see attached</u>	<u>                    </u>	<u>                    </u>	<u>                    </u>
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DIVISION OF CORPORATIONS  
99 DEC 15 PM 3:34

## **CAMBER COMPANIES, LLC**

### **List of Members**

KCAM Acquisition Co. I, L.P.  
111 Radio Circle  
Mt. Kisco, NY 10549

KCAM Acquisition Co. II, L.P.  
111 Radio Circle  
Mt. Kisco, NY 10549

KCAM Acquisition Co. III, L.P.  
111 Radio Circle  
Mt. Kisco, NY 10549

Seal Holdings Corporation  
125 Worth Avenue, Suite 314  
Palm Beach, FL 33480

Monsanto Company  
800 North Lindburgh Blvd.  
St. Louis, MO 63167

William F. Andrews  
3 Chartwell Manor  
Nashville, TN 37215

John F. Jacques  
102 Woodmont Boulevard, Suite 320  
Nashville, TN 37205

Marshall Bauer  
11665 Dawson Drive  
Los Altos, CA 94024

Dr. Bruce Campbell  
39 Meadow Ridge  
Avon, CT 06001

Louis C. Morgenier III  
2864C Winding Oak Lane  
Wellington, FL 33414

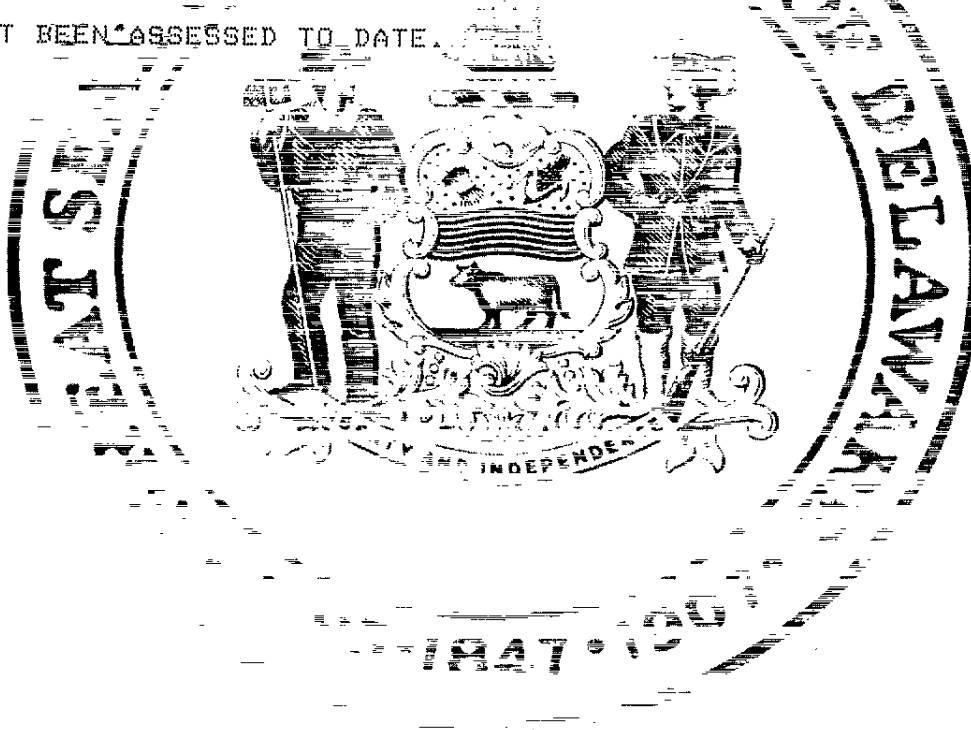
*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAMBER COMPANIES, 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 FOURTEENTH DAY OF DECEMBER, A.D. 1998.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2875871 8300

DATE:

9459722

981480077

12-14-98

**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:

CAMBER COMPANIES, LLC

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

Corporation Service Company

(Name)

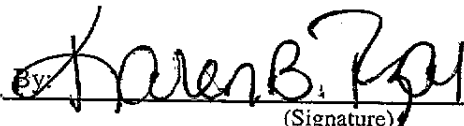
1201 Hays Street

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

Tallahassee, FL 32301

City/State/Zip

*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)

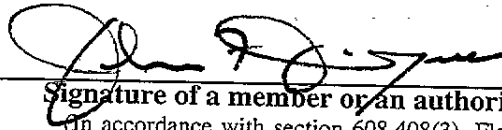
**Karen B. Rozar, As Its Agent**

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

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

The undersigned member or authorized representative of a member of Camber Companies, LLC  
\_\_\_\_\_ 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 \$ 12,593,500
- 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 \$ 12,593,500  
(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.)

John F. Jacques, Chief Manager

Typed or printed name of signee

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