

F05000006957

Florida Department of State
Division of Corporations
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((H05000275403 3))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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12-2-05

FOREIGN PROFIT QUALIFICATION

CDI Holding Corp.

Certificate of Status	0
Certified Copy	0
Page Count	059
Estimated Charge	\$70.00

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Nov. 30, 2005
Thank
You!*

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CDI Holding Corp.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

_____ (Name of Person)

_____ (Firm/Company)

_____ (Address)

_____ (City/State and Zip code)

For further information concerning this matter, please call:

_____ at (_____)
 (Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

REC'D
OFFICE OF STATE
TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 1, 2005

CT CORPORATION

SUBJECT: CDI HOLDING CORP
REF: W05000053076

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The attached list of officers and directors wasn't with this document.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

FAX Aud. #: H05000275403
Letter Number: 505A00069872

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Thank You!*

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. CDI Holding Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-3798833

(FBI number, if applicable)

4. November 15, 2005

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

(Principal office address)

5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

(Current mailing address)

8. any lawful purpose

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(City)

(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.

Connie Bryan C T Corporation System

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**

By: _____

(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.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA
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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached.

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. _____

Michael J. McConvery
(Signature of Director or Officer listed in number 12 of the application)

14. Michael J. McConvery, Vice President

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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CDI HOLDING CORP.

<u>Name</u>	<u>Title</u>	<u>Address</u>
Marc J. Leder	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Rodger R. Krouse	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Clarence E. Terry	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
T. Scott King	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Chris Metz	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Michael T. Gillen	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Kevin Calhoun	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
David Kreilien	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Jason Neimark	Director and Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
R. Lynn Skillen	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
James D. Allen	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Jason A. Leach	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Stephen G. Marble	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Michael Kalb	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486

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<u>Name</u>	<u>Title</u>	<u>Address</u>
Michael Fieldstone	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Gerald Woelcke	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Brian J. Meyer	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Aaron Wolfe	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Scott Edwards	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Case Kuehn	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
David Stokoe	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Joel Killian	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
C. Deryl Couch	Vice President and Assistant Secretary	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Michael J. McConvery	Vice President and Assistant Secretary	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Richard A. Hurwitz	Vice President and Assistant Secretary	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Erik Swimmer	Vice President	375 Park Avenue Suite 1302 New York, NY 10152
Kevin Feinblum	Vice President and Assistant Secretary	375 Park Avenue Suite 1302 New York, NY 10152
Gary Talarico	Vice President	375 Park Avenue Suite 1302 New York, NY 10152
David Blechman	Vice President	375 Park Avenue Suite 1302 New York, NY 10152

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<u>Name</u>	<u>Title</u>	<u>Address</u>
M. Steven Liff	Vice President	11111 Santa Monica Blvd., Suite 1050 Los Angeles, CA 90025
Matthew Garff	Vice President and Assistant Secretary	11111 Santa Monica Blvd., Suite 1050 Los Angeles, CA 90025
Anthony Polazzi	Vice President	11111 Santa Monica Blvd., Suite 1050 Los Angeles, CA 90025
John P. Beauclair, III	Vice President	11111 Santa Monica Blvd., Suite 1050 Los Angeles, CA 90025
Phil Dougall	Vice President and Assistant Secretary	78-80 Cornhill London EC3V 3QQ England
Nathaniel Meyohas	Vice President	78-80 Cornhill London EC3V 3QQ England
Paul Daccus	Vice President	78-80 Cornhill London EC3V 3QQ England

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TALLAHASSEE FLORIDA

Delaware

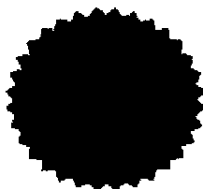
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CDI HOLDING CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF NOVEMBER, A.D. 2005.

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

4061337 8300
050970809



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4330514

DATE: 11-30-05