

# State of Idaho

## Department of State

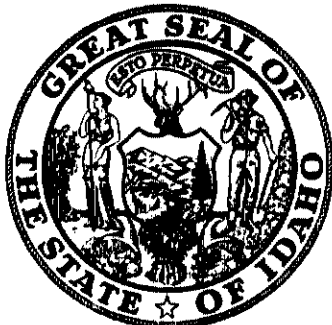
### CERTIFICATE OF AUTHORITY OF

NSM SALES CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NSM SALES CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to NSM SALES CORPORATION to transact business in this State under the name NSM SALES CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated: July 28, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Larry J. Clark*

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

JUL 28 11 39 AM '93

To the Secretary of State of Idaho

SECRETARY OF STATE

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is NSM SALES CORPORATION

2. The name which it shall use in Idaho is \_\_\_\_\_

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is May 27, 1993 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

1209 ORANGE STREET, WILMINGTON, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in Item 5.

P. O. BOX 020270, MIAMI, Florida 33102-0270

7. The street address of its proposed registered office in Idaho is 300 North 6th Street

Boise, Idaho 83701

, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State  
Division of Corporations  
Statehouse, Room 203  
Boise, Idaho 83720

Secretary of State use only

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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: July 22, 1993

NSM SALES CORPORATION

(Corporation Name)

By Rosemary A. Finora  
ROSEMARY A. FINORA Its President/Vice President (please specify)  
and Anne V. Wardlow  
ANNE V. WARDLOW Its Secretary/Assistant Secretary (please specify)

STATE OF Florida )  
COUNTY OF DADE ) ss:

I, Dana R. Evertson, a notary public, do hereby certify that on this 22nd day of July, 19 93, personally appeared before me ROSEMARY A. FINORA, who being by me first duly sworn, declared that (s)he is the Vice President of \_\_\_\_\_

NSM SALES CORPORATION

that (s)he signed the foregoing documents as Vice President of the corporation and that the statements therein contained are true. She is personally known to me

Dana R. Evertson  
CC#39611 Notary Public

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. AUG. 15, 1994  
BONDED THRU GENERAL INS. UND.

**NSM SALES CORPORATION**  
**OFFICERS/DIRECTORS**

<u>Name SS# Title</u>	<u>Address</u>	<u>Term Expires</u>
Glendon E. Johnson 529-14-5816 Chairman of the Board	11925 SW 43 Street Miami, Florida	June 28, 1994
Bruce L. Caldwell 263-74-7739 Director, Executive Vice President	9785 SW 99 Avenue Miami, Florida	June 28, 1994
Roger L. Rosenberger 168-34-1192 Vice Chairman of the Board	13431 SW 98 Place Miami, Florida	June 28, 1994
Gary F. Kadlec 469-54-6997 Director, President and Chief Executive Officer	6934 Kellorney Court Dublin, OH	June 28, 1994
Kerry D. Clemmons 240-70-5410 Sr. Vice President - Human Resources Corp. Development	2830 N.E. 47 Street Lighthouse Point, FL	June 28, 1994
Scott L. Stanton 175-48-8298 Sr. Vice President - Planning & Taxation	1001 N. Shore Drive Miami, Florida	June 28, 1994
J. Calvin Winter 174-36-2328 Director, Sr. Vice President - Finance & Corporate Services	6220 SW 123 Terrace Miami, Florida	June 28, 1994
Syed A. Ali 324-58-5311 Vice President & Chief Financial Officer	5840 SW 130 Terrace Miami, Florida	June 28, 1994
Jeffrey R. Allen 505-74-6913 Vice President - Market Planning and Development	9390 Avcmore Court Dublin, Ohio	June 28, 1994
Michael P. Andersen 254-04-0625 Vice President, Asst. General Counsel & Asst. Sec'y	601 Miller Road Coral Gables, FL.	June 28, 1994
Rosemary A. Finora 266-82-8313 Vice President & Sr. Associate Counsel	1612 Fernindad Street Coral Gables	June 28, 1994

Mark Z. Cogen 283-44-2985 Vice President	12611 Classic Drive Coral Springs, Florida	June 28, 1994
Milford L. Middelstaedt 138-34-3442 Vice President, Asst. General Counsel & Asst. Sec'y	8806 SW 150 Place Circle Miami, Florida	June 28, 1994
William G. Piel 153-30-0990 Vice President & Treasurer	8845 SW 196 Terrace Miami, Florida	June 28, 1994
Ross M. Rosenberg 473-56-6900 Vice President	8424 Virginia Circle Bloomington, Minnesota	June 28, 1994
Craig R. Sedoris 268-60-7778 Vice President	6494 Forfar Lane Dublin, Ohio	June 28, 1994
William W. Sharrett 285-54-3718 Vice President	10611 Paris Street Cooper City, Florida	June 28, 1994
Glen A. Spence 515-62-3887 Vice President & Controller	10262 SW 128 Place Miami, Florida	June 28, 1994
Anne V. Wardlow 205-38-1608 Vice President, General Counsel & Secretary	600 Flamingo Drive Ft. Lauderdale, Florida	June 28, 1994
Ruth A. Martini 300-46-3919 Assistant Vice President	1141 Hiatus Road Pembroke Pines, Florida	June 28, 1994

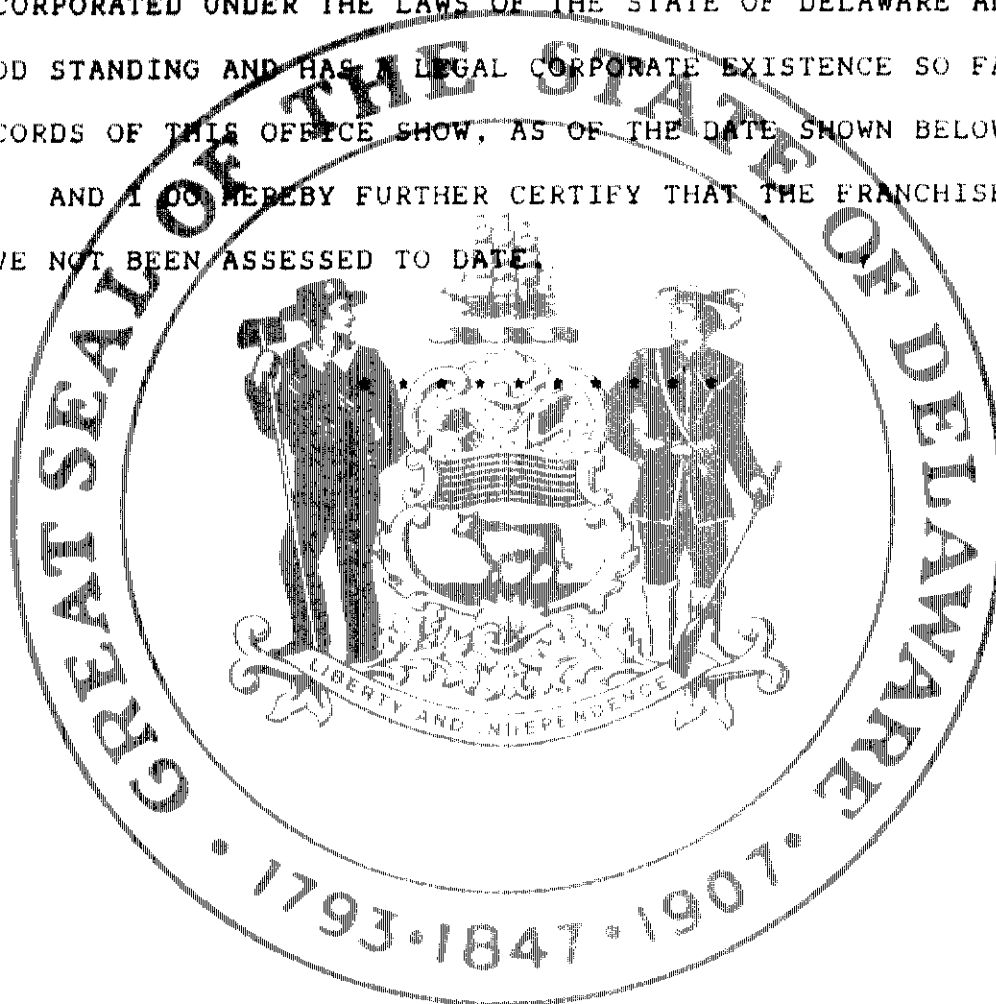
## State of Delaware

## Office of the Secretary of State

JUN 28 11 39 AM '93  
SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY NSM SALES CORPORATION 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 DATE SHOWN BELOW.

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

*William T. Quillen*

William T. Quillen, Secretary of State

AUTHENTICATION: \*3980732

DATE: 07/19/1993

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