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FILED
02 MAY -7 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 487761 4305340
AUTHORIZATION : *Patricia Pijoto*
COST LIMIT : \$ 70.00

ORDER DATE : March 21, 2002
ORDER TIME : 11:59 AM
ORDER NO. : 487761-010
CUSTOMER NO: 4305340

500005482145--4

CUSTOMER: Ms. Ana Caquias
Mccarter & English
4 Gateway Center, 12th Fl
100 Mulberry Street
Newark, NJ 07102

FOREIGN FILINGS

NAME: ORIEL INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

BK

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lee
REGISTRATION DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EXAMINER: _____
02 MAY -7 PM 1:01

RECEIVED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

RECEIVED BY THE SECRETARY OF STATE TALLAHASSEE, FLORIDA MAY 27 PM 2:27 FILED

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. Oriel Incorporated
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Wisconsin 3. 39-1449334
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 02, 1983 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
c/o Patricia Klossner, 3800 Regent Street/P.O. Box 54

7. Madison, WI 53705
(Principal office address)

same as above
(Current mailing address)

8. Consulting and training services to help organizations develop, implement, and sustain the methodologies needed to improve business performance. To engage in any act or activity for which corporations may be organized.
(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 or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company
By: Deborah D Skipper Deborah D. Skipper
(Registered agent's signature) Asst. V. Pres.

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.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

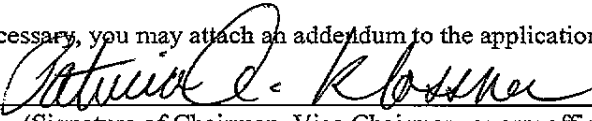
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Patricia A. Klossner, President
(Typed or printed name and capacity of person signing application)

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OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Oriel Incorporated

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TALLAHASSEE, FLORIDA

List of Officers

Name: Patricia Klossner **Title:** President
Bus. Addr.: 3800 Regent Street/P.O. Box 54, Madison, WI 53705

Name: I. Robert Marash **Title:** Executive VP
Bus. Addr.: 3800 Regent Street/P.O. Box 54, Madison, WI 53705

Name: Richard Watts **Title:** Vice President
Bus. Addr.: 3800 Regent Street/P.O. Box 54, Madison, WI 53705

Name: Muriel Marash **Title:** Secretary
Bus. Addr.: 3800 Regent Street/P.O. Box 54, Madison, WI 53705

Name: Alan Marash **Title:** CEO
Bus. Addr.: 3800 Regent Street/P.O. Box 54, Madison, WI 53705

Name: Stanley Marash **Title:** Chairperson
Bus. Addr.: 3800 Regent Street/P.O. Box 54, Madison, WI 53705

List of Directors

Name: Alan Marash **Term:** 12/31/04
Bus. Addr.: 3800 Regent Street/P.O. Box 54, Madison, WI 53705

Name: Muriel Marash **Term:** 12/31/04
Bus. Addr.: 3800 Regent Street/P.O. Box 54, Madison, WI 53705

Name: Stanley Marash **Term:** 12/31/04
Bus. Addr.: 3800 Regent Street/P.O. Box 54, Madison, WI 53705

DOM
180 181 185

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS



To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

ORIEL INCORPORATED

is a domestic corporation organized under the laws of this state and that its date of incorporation is September 2, 1983.

I further certify that said corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on May 3, 2002.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

BY: A handwritten signature in black ink, appearing to read "Cathy Mickelson".

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.