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ISSI Acquisition Corp.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 8, 2002

MORGAN LEWIS & BOCKIUS LLP

SUBJECT: ISSI ACQUISITION CORP.
REF: W02000019649

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MORGAN LEWIS & BOCKIUS LLP

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 certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Marsha Thomas
Document Specialist

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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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. ISSI Acquisition Corp.
(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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 12, 2002 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon approval of this application
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.)

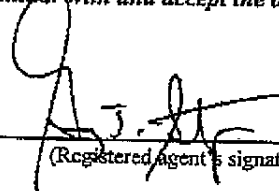
7. 21 Park Avenue
Hudson, New Hampshire 03051
(Current mailing address)

8. To engage in any lawful 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 **NOT** acceptable)
Name: Mr. Greg Stepic
Office Address: 6405 Congress Avenue
Boca Raton, Florida 33487
(Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See the attached addendum for the list of directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See the attached addendum for the list of officers.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

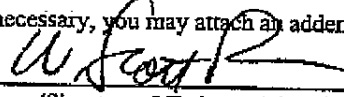
Address: _____

Treasurer: _____

Address: _____

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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. W. Scott Parr, President
(Typed or printed name and capacity of person signing application)
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ISSI ACQUISITION CORP.

**Addendum to Application by Foreign Corporation for Authorization
to Transact Business in Florida**

12. **A. Directors of ISSI Acquisition Corp.**

1. Robert Howard
21 Park Avenue
Hudson, N.H. 03051
2. James Harlan
21 Park Avenue
Hudson, N.H. 03051
3. W. Scott Parr
21 Park Avenue
Hudson, N.H. 03051

B. Officers of ISSI Acquisition Corp.

1. W. Scott Parr
President
21 Park Avenue
Hudson, N.H. 03051
2. Annette L. Heroux
Chief Financial Officer and Treasurer
21 Park Avenue
Hudson, N.H. 03051
3. Constance C. Webster
Secretary
21 Park Avenue
Hudson, N.H. 03051

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Delaware

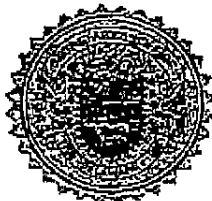
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ISSI ACQUISITION 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 TWENTY-FOURTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ISSI ACQUISITION CORP." WAS INCORPORATED ON THE TWELFTH DAY OF FEBRUARY, A.D. 2002.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3490934 8300

AUTHENTICATION: 1648411

020406230

DATE: 06-24-02