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From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : 120000000195  
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**FOREIGN PROFIT QUALIFICATION**

**K2M DESIGN, INC.**

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*JD*  
*12-23-03*

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

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

1. K2M DESIGN, INC.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Co," or "Corp.")

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

2. OHIO 3. 34-1964456  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. AUGUST 31, 2001 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 SECTION 607.1501, 607.1502, and 817.155, F.S.)

7. 408 WEST ST. CLAIR AVENUE, SUITE 230, CLEVELAND, OHIO 44113  
(Principal office address)

408 WEST ST. CLAIR AVENUE, SUITE 230, CLEVELAND, OHIO 44113  
(Current mailing address)

8. ARCHITECTURE  
(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 that 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

Deborah D. Skipper  
(Registered agent's signature)

Deborah D. Skipper  
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 address of officers and/or directors:

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**A. DIRECTORS**

Chairman: Mr. Scott C. Maloney  
 Address: 408 W. St. Clair Avenue, Suite 230  
Cleveland, Ohio 44113

Vice Chairman: Mr. Harry D. Keagler  
 Address: 408 W. St. Clair Avenue, Suite 230  
Cleveland, Ohio 44113

Director: Mr. Scott C. Maloney  
 Address: 408 W. St. Clair Avenue, Suite 230  
Cleveland, Ohio 44113

Director: Mr. Harry D. Keagler  
 Address: 408 W. St. Clair Avenue, Suite 230  
Cleveland, Ohio 44113

**B. OFFICERS**

President: Mr. Scott C. Maloney  
 Address: 408 W. St. Clair Avenue, Suite 230  
Cleveland, Ohio 44113

Vice President: Mr. Harry D. Keagler  
 Address: 408 W. St. Clair Avenue, Suite 230  
Cleveland, Ohio 44113

Secretary: Mr. Harry D. Keagler  
 Address: 408 W. St. Clair Avenue, Suite 230  
Cleveland, Ohio 44113

Treasurer: Mr. Scott C. Maloney  
 Address: 408 W. St. Clair Avenue, Suite 230  
Cleveland, Ohio 44113

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

13. Harry D. Keagler  
(Signature of Director or Officer listed in number 12 of the application)

14. Harry D. Keagler, Vice President  
(Typed or printed name and capacity of person signing application)

**United States of America  
State of Ohio  
Office of the Secretary of State**

*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show K2M DESIGN, INC., an Ohio corporation, Charter No. 1250579, having its principal location in Cleveland, County of Cuyahoga, was incorporated on August 31, 2001 and is currently in GOOD STANDING upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 23rd day of December, A.D. 2003*

A handwritten signature in cursive script that reads "J. Kenneth Blackwell".

Ohio Secretary of State

Validation Number: V2003357D4E2D2