

F98000007005



ACCOUNT NO. : 072100000032
 REFERENCE : ~~993232~~ ^{63995A}
Patricia Pyjunt
 AUTHORIZATION :
 COST LIMIT : \$ 70.00

ORDER DATE : October 12, 1998
 ORDER TIME : 12:06 PM
 ORDER NO. : 993232-010
 CUSTOMER NO: 63995A

800002703998--3

CUSTOMER: Mary Ann Shumaker, Esq
 Munder L.p.
 255 East Brown St. Suite 250
 P. O. Box 3043
 Birmingham, MI 48012-3043

W98-27178

RECEIVED
 98DEC -4 PM 3:25
 DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: OLD MCM, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janna Wilson

#12/24

98 DEC -4 PM 1:50
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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 7, 1998

CSC
ATTN: JANNA WILSON

SUBJECT: OLD MCM, INC.
Ref. Number: W98000027178

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 098A00057554

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. Old MCM, Inc.
(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. State of Delaware 3. 38-2809422
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3-28-88 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
upon filing

6. _____
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 480 Pierce Street
Birmingham, MI 48009
(Current mailing address)

8. _____
(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)
Corporation Service Company

Name: _____
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

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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.

Laura R. Duns
(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)

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

Chairman: Lee P. Munder

Address: 480 Pierce Street

Birmingham, MI 48009

Vice Chairman: _____

Address: _____

Director: Leonard J. Barr II

Address: 480 Pierce Street

Birmingham, MI 48009

Director: Jeffrey H. Miro

Address: 500 N. Woodward Avenue - Miro, Weiner & Kramer

Bloomfield Hills, MI 48103

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

President: Lee P. Munder

Address: 480 Pierce Street

Birmingham, MI 48009

Vice President: Leonard J. Barr II, Senior Vice President

Address: 480 Pierce Street

Birmingham, MI 48009

Secretary: Geoffrey A. Wilson

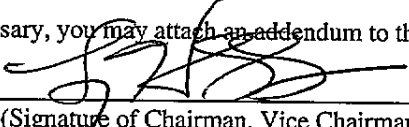
Address: 480 Pierce Street

Birmingham, MI 48009

Treasurer: Geoffrey A. Wilson

Address: (Same as above)

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. Terry H. Gardner, Vice President & CEO
(Typed or printed name and capacity of person signing application)

ADDENDUM TO APPLICATION BY OLD MCM, INC., A DELAWARE CORPORATION, FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

12. Names and addresses of officers and/or directors

B. OFFICERS (CONTINUED)

Vice President & CFO: Terry H. Gardner
Munder Capital Management
480 Pierce Street
Birmingham, MI 48009

Vice President: John P. Richardson
Munder Capital Management
480 Pierce Street
Birmingham, MI 48009

Vice President: James Robinson
Munder Capital Management
480 Pierce Street
Birmingham, MI 48009

Vice President: Elyse G. Essick
Munder Capital Management
480 Pierce Street
Birmingham, MI 48009

Vice President: Richard R. Mullaney
Munder Capital Management
480 Pierce Street
Birmingham, MI 48009

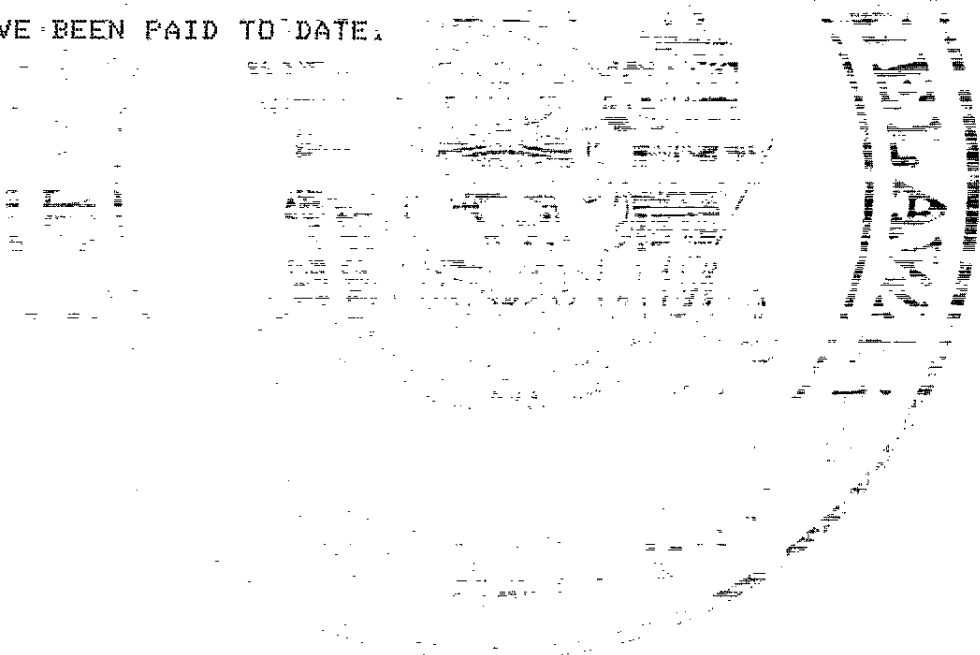
Vice President: Otto G. Hinzmann, Jr.
Munder Capital Management
480 Pierce Street
Birmingham, MI 48009

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OLD MCM, INC." 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 THIRD DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -4 PM 1:50



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9436586
DATE: 12-03-98