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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

800002994868-1-6
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Sigma GP Holding, Inc.

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THANKS

CONNIE BRYAN

SECRETARY OF CORPORATIONS
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TALLAHASSEE, FLORIDA

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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. Sigma GP Holding, 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. Nevada

(State or country under the law of which it is incorporated)

3. 58-2489228
(FEI number, if applicable)

4. July 30, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 400 Matthew Street, Santa Clara, California 95050

(Current mailing address)

8. To serve as Partner of a Limited Partnership

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

PETER F. SOUZA

ASSISTANT SECRETARY

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached list of officers

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

14. Brian Russell VP-Finance
(Typed or printed name and capacity of person signing application)

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Sigma GP Holding, Inc.

Directors

<u>Name</u>	<u>Address</u>
Irving Gutin	One Tyco Park Exeter, NH 03833
J. Brad McGee	One Tyco Park Exeter, NH 03833
M. Brian Moroze	One Tyco Park Exeter, NH 03833

Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Neil Garvey	President	60 Columbia Turnpike, Bldg. Morristown, NJ 07960
Brian Roussell	Vice President & Chief Financial Officer	Old Monson Road P.O. Box 145 Stafford, CT 06075
J. Brad McGee	Vice President	One Tyco Park Exeter, NH 03833
Steven Gardner	Vice President	Old Monson Road P.O. Box 145 Stafford, CT 06075
Michael Robinson	Treasurer	712 Fifth Avenue, 48 th Fl New York, NY 10019
Scott Stevenson	Assistant Treasurer	One Town Center Road Boca Raton, FL 33486
M. Brian Moroze	Secretary	One Tyco Park Exeter, NH 03833

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SIGMA GP HOLDING, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 30, 1999, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on September 7, 1999.



Dean Heller
Secretary of State
By *Edan E. Deird*
Certification Clerk

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