

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 100986



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Lason Systems, Inc.
2. It is incorporated under the laws of Delaware
3. The name which it elects to use in Rhode Island is Lason Systems, Inc.

(If the corporation does not contain the word "corporation," "company," "incorporated," or "limited" or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

4. The date of its incorporation is December 15, 1997 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
CorporationTrustCo, Corporation Trust Ctr, 1209 Orange St, Wilmington, Delaware 19801
6. The address of its proposed registered office in Rhode Island is 123 Dyer Street
Providence, RI 02903 and the name of its proposed registered agent in
(City/Town) (Zip Code)
Rhode Island at that address is C T Corporation System

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

See attached purpose clause

8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	<u>See attached</u>	_____
Director	_____	_____
President	_____	_____
Vice President	_____	_____
Secretary	_____	_____
Treasurer	_____	_____

FILED
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COSTELLO
By ACCESS

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1,000	common	(No series)	\$0.01

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1,000	common	(No series)	\$0.01

11. An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located 0%; and an estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year 04%.

12. An estimate of the value of all property to be owned by it for the following year wherever located is \$ 19,000,000

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ -0-

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 250,000,000

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ 100,000

16. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 5-21, 19 98

Lason Systems, Inc.

(Exact Corporate Name of Corporation Making Application)

By [Signature]
 President or Vice President (check one)

Gary L. Monroe

By [Signature] AND [Signature]
 Secretary or Assistant Secretary (check one)

William J. Rauwerdink

STATE OF MICHIGAN
COUNTY OF MACOMB

In Michigan, on this 21st day of May, 19 98, personally appeared before me Gary L. Monroe, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

[Signature]
Notary Public
My Commission Expires: July 27, 2002
- CHERYLAN HAIR
Notary Public, Macomb County, MI
My Commission Expires July 27, 2002

Appendix to Rhode Island
Application for Certificate of Authority

**Purpose Clause of
Lason Systems, Inc.**

The design, sales, service of document mgmnt systems and data capture or conversion of information to be managed in those systems.
Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

Appendix to Rhode Island
Duplicate Original of Application for Certificate of Authority

**Directors of
Lason Systems, Inc.**

1. Gary L. Monroe
1305 Stephenson Highway
Troy, Michigan 48083
2. Bruce V. Rauner
GTCR/6100 Sears Tower
Chicago, Illinois 60606-6402
3. Joseph P. Nolan
GTCR/6100 Sears Tower
Chicago, Illinois 60606-6402
4. Allen J. Nesbitt
1305 Stephenson Highway
Troy, Michigan 48083
5. Fariborz Ghadar
1305 Stephenson Highway
Troy, Michigan 48083
6. Donald M. Gleklen
1305 Stephenson Highway
Troy, Michigan 48083
7. Robert A. Yanover
1305 Stephenson Highway
Troy, Michigan 48083

Appendix to Rhode Island
Duplicate Original of Application for Certificate of Authority

**Officers of
Lason Systems, Inc.**

1. Gary L. Monroe, President and CEO
1305 Stephenson Highway
Troy, Michigan 48083
2. Joseph P. Nolan, Asst Secretary
GTCR/6100 Sears Tower
Chicago, Illinois 60606-6402
3. William J. Rauwerdink, Exec VP/CFO/Treasurer/Secretary
1305 Stephenson Highway
Troy, Michigan 48083
4. Brian E. Jablonski, Exec VP/Mktg-Sales
1305 Stephenson Highway
Troy, Michigan 48083
5. Laurence B. Deitch, Asst Secretary
1305 Stephenson Highway
Troy, Michigan 48083

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "LASON ACQUISITION CORP.", FILED IN THIS OFFICE ON THE FIFTH DAY OF JANUARY, A.D. 1995, AT 1:15 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9118108

DATE: 06-03-98