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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:
Division of Corporations
Fax Number : (850)922-4003

From:
Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES,
Account Number : 075350000353
Phone : (212)431-5000
Fax Number : (212)431-1441

FOREIGN PROFIT QUALIFICATION

FORUM SERVICES GROUP INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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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. FORUM SERVICES GROUP 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. New York
(State or country under the law of which it is incorporated)
3. 13-4045566
(FEI number, if applicable)
4. December 21, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 3, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 342 Madison Avenue, New York, NY 10017

(Current mailing address)

8. To provide workers employed by the corporation to perform services for the corporation's customers at such locations as they may direct.
(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: BlumbergExcelsior Corporate Services, Inc.Office Address: 4435 Old Winter Garden RoadOrlandoFlorida, 32811
(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 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)

Marc D. Moel, Assistant Secretary

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)
- BlumbergExcelsior Corp. Services, Inc.
62 White Street, NY, NY 10013, (212) 431-5000

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

Chairman: Frank G. Fusaro
and Director
Address: 342 Madison Avenue
New York, NY 10017

Vice Chairman: _____

Address: _____

Director: Steven Goldstein

Address: 342 Madison Avenue

New York, NY 10017

Director: _____

Address: _____

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

President: Frank G. Fusaro

Address: See above

Executive

Vice President: Steven Goldstein

Address: See above

Secretary: Steven Goldstein

Address: See above

Treasurer: Frank G. Fusaro

Address: See above

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

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Frank G. Fusaro, President
(Typed or printed name and capacity of person signing application)

BlumbergExcelsior Corp. Services, inc.
62 White Street, 2nd Floor
New York, NY 10013 (212) 431-5000

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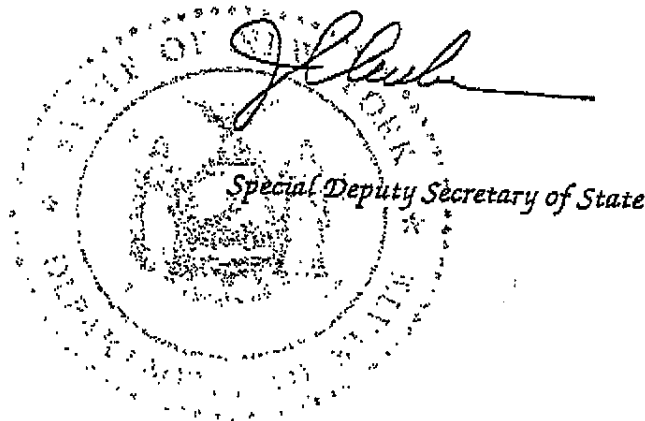
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State of New York
Department of State } **ss:**

I hereby certify, that the Certificate of Incorporation of FORUM SERVICES GROUP INC. was filed on 12/21/1998, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 08th day of May
two thousand.*

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BlumbergExcelsior Corp. Services, inc.
62 White Street, 2nd Floor
New York, NY 10013
(212) 431-5000 x 527

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