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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cook, Hall & Hyde of New Jersey, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kara E. Rister
(Name of Person)
MGL Consulting Corporation
(Firm/Company)
10077 Grogan's Mill Road, Suite 300
(Address)
The Woodlands, TX 77380
(City/State and Zip code)

For further information concerning this matter, please call:

Kara E. Rister at (281) 367-0380
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

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

1. Cook, Hall & Hyde of New Jersey, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. New Jersey 3. 11-3593748
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/01/2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 17-17 Route 208, Fair Lawn, NJ 07410
(Principal office address)

same
(Current mailing address)

8. See Attachment
(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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 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.

C T Corporation System

By: Howard L. Volz
(Registered agent's signature)

Howard L. Volz
Asst. 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 business addresses of officers and/or directors:

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

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

14. Richard D. Sorzel
(Typed or printed name and capacity of person signing application)

Client: Cook, Hall & Hyde of New Jersey, Inc.
Account No. 7402

Location: New Jersey
Edition Date: 7/27/2004

Name	Title	Director	Home Address	Business Address	% Stock
Leonard Scioscia, Jr.	Chairman President CEO	Yes	8 Cedar Trail East Hampton, NY 11937	461 Pantigo Road East Hampton, NY 11937	0
Thomas McMahon	Vice President	No	26 Nelson Avenue Blue Point, NY 11715	461 Pantigo Road East Hampton, NY 11937	0
Marc Fishstein	Treasurer	No	29 Wayne Court Northport, NY 11768	461 Pantigo Road East Hampton, NY 11937	0
John E. Hardy	Secretary	No	31 Nadworny Lane Stony Brook, NY 11790	461 Pantigo Road East Hampton, NY 11937	0
Christopher R. Homan	Managing Director	No	81 Dale Avenue Allendale, NJ 07401	17-17 Route 208 Fair Lawn, NJ 07410	0
Richard D. Sobel	Managing Director	No	106 Dale Avenue Allendale, NJ 07401	17-17 Route 208 Fair Lawn, NJ 07410	0
Robert L. Sobel	Managing Director	No	436 Carriage Lane Wyckkoff, NJ 07481	17-17 Route 208 Fair Lawn, NJ 07410	0
Cook, Hall & Hyde, Inc.	Stockholder			461 Pantigo Road East Hampton, NY 11937	100%

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TALLAHASSEE, FLORIDA

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

COOK, HALL & HYDE OF NEW JERSEY, INC.
0100841275

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on February 1, 2001.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

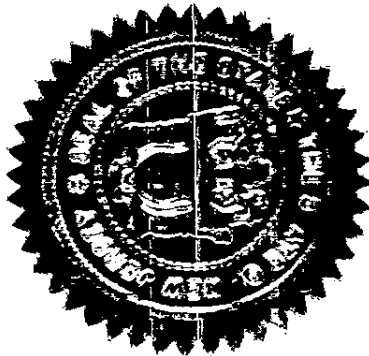
National Corporate Research, Ltd.
14 Scenic Drive
Dayton, NJ 08810

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

COOK, HALL & HYDE OF NEW JERSEY, INC.

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
23rd day of December, 2004*



John E. McCormac

*John E McCormac, CPA
State Treasurer*