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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: ZENITH ACQUISITION CORP
(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:

HOWARD HORNBLASS CFO FOR ZENITH ACQUISITION CORP
(Name of Person)

ZENITH ACQUISITION CORP
(Firm/Company)

220 JOHN GLENN SUITE 1
(Address)

AMHERST NEW YORK 14228
(City/State and Zip code)

For further information concerning this matter, please call:

HOWARD HORNBLASS at (716) 799-0512
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing 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

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. ZENITH ACQUISITION CORP (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

ZAC

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

2. NEW YORK (State or country under the law of which it is incorporated) 3. 161513468 (FEI number, if applicable)

4. 12/20/1996 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

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

7. 220 JOHN GLENN SUITE 1 AMHERST NEW YORK 14228 (Principal office address)

220 JOHN GLENN SUITE 1 AMHERST NEW YORK 14228 (Current mailing address)

8. DEBT COLLECTION (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: CT CORPORATION SYSTEM

Office Address: 1200 S PINE ISLAND ROAD PLANTATION, Florida 33324 (City) (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.

ANN J. WILLIAMS Assistant Vice President

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

CEO

President: DAVID PARIS

Address: 220 JOHN GLENN SUITE 1
AMHERST NEW YORK 14228

Vice President: CEO HOWARD HORNBLOSS

Address: 220 JOHN GLENN SUITE 1 AMHERST NEW YORK 14228

Secretary: COO GREGORY NOWICKI

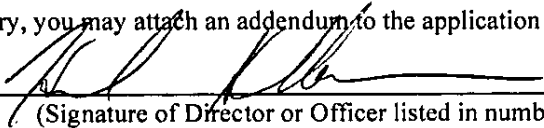
Address: 220 JOHN GLENN SUITE 1 AMHERST NEW YORK 14228

Treasurer: ~~XX~~

Address: _____

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

13. _____



(Signature of Director or Officer listed in number 12 of the application)

14. HOWARD HORNBLOSS CFO

(Typed or printed name and capacity of person signing application)

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of ZENITH ACQUISITION CORP. was filed on 12/20/1996, 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 an existing corporation.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 16th day of March two
thousand and seven.*



Special Deputy Secretary of State

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