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1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

101-25 1393 FA

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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 567431 80780A

AUTHORIZATION :

Patricia Pyjits

COST LIMIT : 9 70.00

ORDER DATE : March 28, 1995

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ORDER TIME : 12:37 PM

ORDER NO. : 567431

CUSTOMER NO: 80780A

CUSTOMER: Ms. Jacqueline Witkowi
Lex II Services
P.o. Box 8276

Piscataway, NJ 08855

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FOREIGN FILINGS

NAME: MANDELBAUM, SALSBERG, GOLD,
LAZARIS, DISCENZA & STEINBERG,
P.A.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

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. MANDELBAUM, SALSBURG, GOLD, LAZRIS, DISCENZA & STEINBERG, P.A.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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 Jersey
(State or country under the law of which it is incorporated)

3. December 21, 1972 (Date of Incorporation) 4. perpetual (Duration)

5. 22-1981178
(Federal Employer Identification number, if applicable)

6. upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502 and 317.155. F.S.)

7. 155 Prospect Avenue, West Orange, New Jersey 07052
(Current mailing address)

8. practice of law
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Barry R. Mandelbaum, Esq.	155 Prospect Avenue, West Orange, N.J. 07052
Richard M. Salsburg, Esq.	155 Prospect Avenue, West Orange, N.J. 07052
Avrom J. Gold, Esq.	155 Prospect Avenue, West Orange, N.J. 07052
Yale I. Lazris, Esq.	155 Prospect Avenue, West Orange, N.J. 07052
Richard H. Steinberg, Esq.	155 Prospect Avenue, West Orange, N.J. 07052
John R. Dusingherre, Esq.	155 Prospect Avenue, West Orange, N.J. 07052
Joseph J. Discenza, Esq.	155 Prospect Avenue, West Orange, N.J. 07052
Barry M. Packin, Esq.	155 Prospect Avenue, West Orange, N.J. 07052
Joseph A. Vena, Esq.	155 Prospect Avenue, West Orange, N.J. 07052
Lynne Strober, Esq.	155 Prospect Avenue, West Orange, N.J. 07052
Steven E. Brawer, Esq.	155 Prospect Avenue, West Orange, N.J. 07052
Owen T. Hughes, Esq.	155 Prospect Avenue, West Orange, N.J. 07052

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B. Officers

President: Barry R. Mandelbaum, Esq. 155 Prospect Ave., West Orange, N.J. 07052
Vice President: Richard H. Steinberg, Esq. 155 Prospect Ave., West Orange, N.J. 07052
Vice President: Richard M. Salasburg, Esq. 155 Prospect Ave., West Orange, N.J. 07052
Secretary: Richard H. Steinberg, Esq. 155 Prospect Ave., West Orange, N.J. 07052
Treasurer: Avrom J. Gold, Esq. 155 Prospect Ave., West Orange, N.J. 07052

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10. Name and street address of Florida registered agent:

Name: Jeffrey Steinberg, Esq.

Office Address: EBC 1200 Corporate Pl., 1200 No. Federal Hwy., Suite 200,
Boca Raton, Florida 33432

11. 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 the 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: *Jeffrey Steinberg*

JEFFREY STEINBERG, ESQ.

12. 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.

13. *Richard H. Steinberg*

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. RICHARD H. STEINBERG, ESQ., Vice President

(Name and capacity of person signing application)

NEW JERSEY SECRETARY OF STATE

MANDELBAUM, SALSBURG, GOLD, LAZARIS, DISCENZA & STEINBERG, P.A.

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER OF THE ABOVE-NAMED CORPORATION WAS FILED IN THIS OFFICE ON DEC. 21, 1972.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID CORPORATION HAS NEVER BEEN DISSOLVED BY ACTION OF ITS STOCKHOLDERS, NOR HAS ITS CHARTER BEEN VOIDED FOR NON-PAYMENT OF STATE TAXES BY PROCLAMATION AND NOW CONTINUES AS AN EXISTING CORPORATION WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE CURRENT.

I FURTHER CERTIFY, THAT THE LOCATION OF THE REGISTERED OFFICE IS

155 PROSPECT AVE

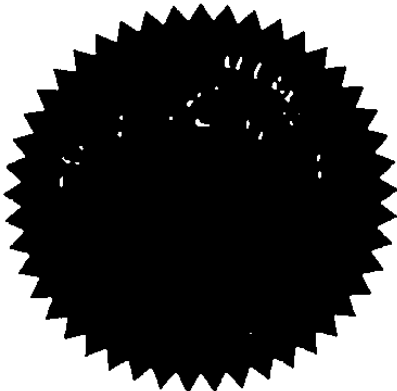
WEST ORANGE

NJ 07052

AND THE REGISTERED AGENT IS BARRY R MANDELBAUM.

MAR. 29, 1995

Conne R. Hooley



FILED
SECRETARY OF STATE
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95 MAR 29 PM 1:18