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Document Number

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

200001507112
-06/07/95-01032-011
*****78.75 *****78.75

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 TALLAHASSEE, FLORIDA

M.S.C. Publishing Corp. of New Jersey

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> XCUS/G/S |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. M.S.C. PUBLISHING CORP. OF NEW JERSEY
(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 JERSEY 3. 22-2668771
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. NOV. 25, 1985 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JUNE 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. M.S.C. PUBLISHING CORP. OF NEW JERSEY
PO BOX 770, HIGHTSTOWN, NJ 08520
(Current mailing address)

8. ANY BUSINESS WHICH CORPORATIONS MAY BE ORGANIZED UNDER N.J.S.A. 14A
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

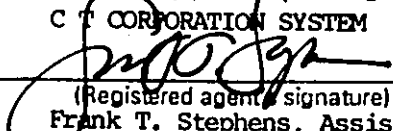
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9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(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

(Registered agent's signature)
Frank T. Stephens, Assistant Vice President

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)

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

Chairman: FRANK SABO

Address: 2733 NOTTINGHAM WAY #4, MERCERVILLE, NJ 08619

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: FRANK SABO

Address: 2733 NOTTINGHAM WAY #4, MERCERVILLE, NJ 08619

Vice President: _____

Address: _____


Secretary: FRANK SABO

Address: 2733 NOTTINGHAM WAY #4, MERCERVILLE, NJ 08619

Treasurer: _____

Address: _____

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

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

14. FRANK SABO - PRESIDENT/CHAIRMAN
(Typed or printed name and capacity of person signing application)

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State of New Jersey



Department of State

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 M.S.C. PUBLISHING CORP. was filed in this office on the 25th day of November A.D. 1985 and the following amendments thereto:

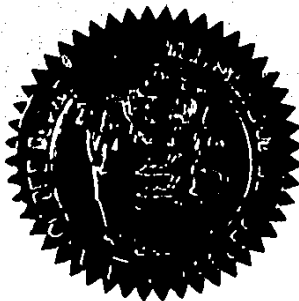
Certificate of Amendment, filed March 13, 1995 changing its corporate name to: M.S.C. PUBLISHING CORP. OF NEW JERSEY.

I FURTHER CERTIFY, that the above are all the amendments on file in this office to date of this certificate, said corporation was voided for non-payment of State taxes by Proclamation on September 13, 1991, said corporation was reinstated on March 13, 1995 and insofar as the records of this office show said corporation continues as an existing corporation.

IN TESTIMONY WHEREOF, I have hereunto set my Hand and affixed my Official Seal at Trenton, this 1st day of June A.D. 1995.

Konnie R. Hooley

SECRETARY OF STATE



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