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1000 HAIN STREET
FAIR HAVEN, CT 06424
PHONE 203-241-1000
FAX 203-241-1001

March 14 1996

96 MAR 14 10 14 AM '96

ACCOUNT NO. : 07010000000000
REFERENCE : 001200 4227231
AUTHORIZATION : *Edward Lytle*
COST LIMIT : \$ 1070.00

ORDER DATE : March 14, 1996

ORDER TIME : 9:25 AM

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ORDER NO. : 001200

CUSTOMER NO. : 4227231

CUSTOMER: Mr. Bruce Oberfest
Bruce Oberfest P.c. Tax
207 King Street
Chappaqua, NY 105140000

EDWRIGHT, INGS

NAME : TANTALUS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 MAR 14 AM 11:52

with

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Tantalus, 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 county under the law of which it is incorporated) 3. 52-1691929 (FBI number, if applicable)

4. September 14, 1989 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. January, 1995 (Date first transacted business in Florida. (SEE SECTIONS 607.1301, 607.1302, AND 617.133, F.S.))

7. Tantalus, Inc. 801 Eisenhower Drive, Key West, Florida 33040 (Current mailing address)

8. Computer Software Development (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: James F. Hettinger

Office Address: 900 Eisenhower Drive

Key West, Florida, 33040 (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.

James P. Hettinger

By: [Signature] (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.

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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: James Hettinger

Address: Tantalus, Inc., 801 Eisenhower Dr., Key West, FL 33040

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: James Hettinger

Address: Tantalus, Inc., 801 Eisenhower Dr., Key West, FL 33040

Vice President: _____

Address: _____

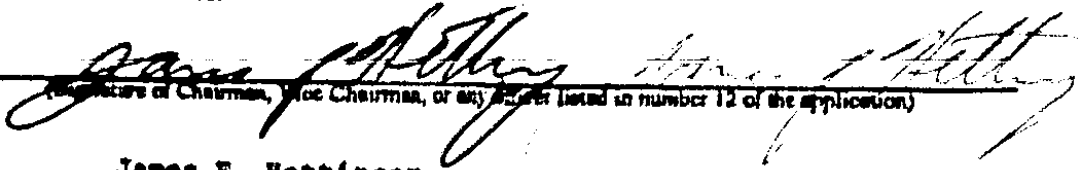
Secretary: James Hettinger

Address: Tantalus, Inc., 801 Eisenhower Dr., Key West, FL 33040

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. James F. Hettinger
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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State of New York | **no:**
Department of State

I hereby certify, that the certificate of incorporation of FANTALUS, INC. was filed on 09/14/1989, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, 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 March
one thousand nine hundred and
ninety-six,

Alexander F. Trenchard

Secretary of State

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DIVISION OF CORPORATIONS
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