

Document Number **F96000005661**

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

000001993230--0
-10/31/96--01086--016
*****70.00 *****70.00

CORPORATION(S) NAME

leafstone, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of P.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

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LA
10/31

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

10/31/96

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. LEAFSTONE, 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 country under the law of which it is incorporated)
3. 11-3074724
(FEI number, if applicable)
4. June 28, 1991
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))
7. 100 Jericho Quadrangle, Suite 213, Jericho, New York 11753

(Current mailing address)

8. See attached purpose clause
(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:

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 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 obligation of my position as registered agent.

C T Corporation System

E. Wayne Patterson
(Registered agent's signature) (Officer)

E. WAYNE PATTERSON - ASST. V.P.
(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

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

14. Stephen Vesce, Vice President
(Typed or printed name and capacity of person signing application)

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**Officers and Directors
of
LEAFSTONE, INC.**

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Michael T. Willis	Chairman of the Board and Chief Executive Officer	1516 Kirby Drive Houston, TX 77039
Rocco N. Aceto	President	2780 Hidden Hills Way Corona, CA 91720
Joseph V. Amella	Executive Vice President and Chief Operating Officer	4 Roses Court Dix Hills, NY 11746
Stephen Vesce	Executive Vice President	100 Jericho Quadrangle Suite 213 Jericho, NY 11753
Edward L. Pierce	Chief Financial Officer, Vice President and Assistant Secretary	13919 Taylorcrest Houston, TX 77079
Peter T. Dameris	Vice President and Secretary	2323 Seyborn Houston, TX 77027

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
LEAFSTONE, INC.**

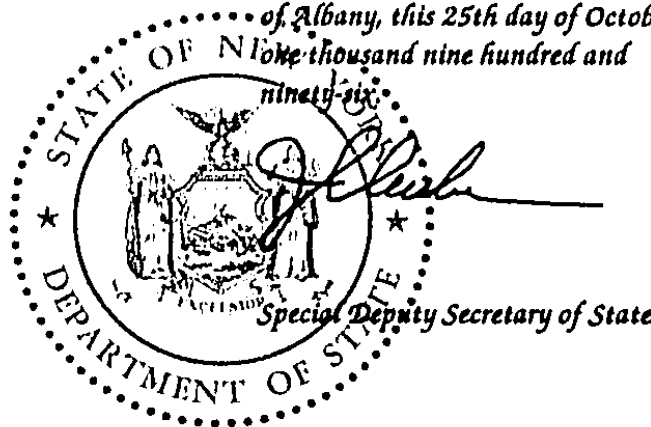
The purposes for which it is incorporated is to provide personnel of various backgrounds, training and experience, and control systems of all kinds and types, all of which are dedicated and designed to support and assist staff management of every type of business organization at all levels of business activity, and to deal generally in the requirements of business organizations for personnel and systems for the efficient management and control of personnel.

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State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of LEAFSTONE, INC. was filed on 06/28/1991, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in 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 a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 25th day of October
nineteen hundred and



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Leafstone[®]

1000 American Center Parkway
Suite 1000
Jacksonville, FL 32202

City/State/Zip

Phone #

900002282849--6

-09/02/97--01145--005

*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. **F96000005661**
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in

Pick up time _____

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

Withdrawal

9-10-97

Examiner's Initials

LFT

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Leafstone, Inc.
(Name of Corporation)
New York
(Incorporated Under Laws Of)

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TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

100 Jericho Quadrangle, Ste. 213
(Mailing Address)

Jericho, New York 11753
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Vincent Daniello Director of Admin
Signature Title

VINCENT DANIELLO 8/20/97
Typed or printed name Date