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1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0000 FAX

800-342-8086

CSC Networks

PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 188347 4346244

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : December 13, 1996

ORDER TIME : 9:19 AM

ORDER NO. : 188347-005

CUSTOMER NO: 4346244

300002031053--5

CUSTOMER: Carol Vendetti, Legal Asst
Levin & Hluchan, P.c.
Suite 100
1200 Laurel Oak Road
Voorhees, NJ 08043

W96-26431

FOREIGN FILINGS

NAME: UNIVERSAL TECHNICAL
RESOURCE SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

FILED RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 17 AM 8:42
DIVISION OF CORPORATIONS

Att: Doug Dickinson



RECEIVED

DEC 17 PM 4:19
FLORIDA DEPARTMENT OF STATE
Sandra B. Morfitt CORPORATION
Secretary of State

December 17, 1996

CSC NETWORKS

SUBJECT: UNIVERSAL TECHNICAL RESOURCE SERVICES, INC.
Ref. Number: W96000026431

We have received your document(s) in this office, however, the document is being returned for the following:

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 296A00056171

RESUBMIT

Please give original
submission date as file date.

ATTORNEYS AT LAW
LEVIN & HLUCHAN
A PROFESSIONAL CORPORATION

BENJAMIN A. LEVIN*
RICHARD M. HLUCHAN
BARBARA A. CASEY*
GLENN A. HARRIS*
TERRIE-ANNE DUDA*
RICHARD S. MORRISON*
MARK D. SHAPIRO*
JEFFREY S. BEENSTOCK*

*ALSO ADMITTED IN PA

SUITE 100
1200 LAUREL OAK ROAD
VICTORHEES, NEW JERSEY 08043
(609) 627-8555
FAX (609) 627-1153

DIRECT DIAL NUMBER

(609) 627-2205

December 13, 1996

CAPE MAY COUNTY OFFICE
SEABOARD PLAZA
2123 DUNE DRIVE
SUITE 11
AVALON, NJ 08202
(609) 388-7440
FAX (609) 388-7430

VIA HAND DELIVERY

State of Florida
Foreign Qualification and Tax Lien Sections
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Mr. Doug Dickinson

Re: **Universal Technical Resource Services, Inc.**
Federal Employer Identification No. 22-2684542

Dear Mr. Dickinson:

In connection with various correspondence from the Division of Corporations to the above entity, enclosed is the Application by Foreign Corporation for Authorization to Transact Business, executed by the President of Universal Technical Resource Services, Inc. and its registered agent, Corporation Service Company. Also enclosed are the required filing fees and original good standing certificate issued by the Secretary of State of the State of New Jersey with respect to this entity.

After further investigation of this matter, please note that Universal Technical Resource Services, Inc. conducts no business in the State of Florida. This company provides support services and equipment through contracts, primarily to government and quasi-governmental agencies. No contracts involve any entities, locations, installations or services within the State of Florida.

We believe the confusion has arisen because Mr. Lou Hadde, whose permanent resident address is 5757 Springhaven Drive, Orange Park, Florida 32065, as an employee in Universal Technical Resource Services, Inc.'s Lakehurst, New Jersey office, has Florida state withholding taxes deducted from his salary and Universal Technical Resource Services, Inc. sends these along

LEVIN & HLUCHAN
A PROFESSIONAL CORPORATION

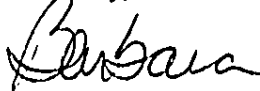
Mr. Doug Dickinson
Page 2
December 12, 1996

with the required employer taxes to the State of Florida as required by law. No income is derived from the State of Florida on any business activities in the State of Florida.

Despite these facts, the principals of Universal Technical Resource Services, Inc. have decided to go ahead with the qualification in Florida to do business in anticipation of potential Florida work which may arise.

Any questions you have with respect to these documents or the contents of this letter should be directed to me at the above number. I thank you for your attention and assistance in this matter.

Sincerely,



Barbara A. Casey

BAC:atl
Enclosures

cc: Mr. Lamont McLean
Mr. Ed Willis
Mr. Bud Wilson
Benjamin A. Levin, Esquire

**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. Universal Technical Resource Services, Inc.
(Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words of
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. 22-2684542
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/30/85 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. None yet.
(Date first transacted business in Florida. (See sections: 607.1501, 607.1502, and 817.155, F.S.))
7. 950 N. Kings Highway, Suite 208
Cherry Hill, NJ 08034
(Current mailing address)
8. To engage in any activity within the purposes for which corporations may be
organized under the New Jersey Business Corporation Act N.J.S. 14A:1-1 et seq.
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

By: [Signature]
(Registered agent's signature)
Its Agent, Karen Rozar

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: Not applicable

Address: _____

Director: Albert Zalcmann

Address: 950 N. Kings Highway, Suite 208
Cherry Hill, NJ 08034

Director: Lamont McLean

Address: 950 N. Kings Highway, Suite 208
Cherry Hill, NJ 08034

Director: Gerald Wright

Address: 950 N. Kings Highway, Suite 208
Cherry Hill, NJ 08034

B. OFFICERS

President: Lamont McLean
and Treasurer: _____
Address: 950 N. Kings Highway, Suite 208
Cherry Hill, NJ 08034

Vice President: Albert Zalcmann
and Secretary: _____
Address: 950 N. Kings Highway, Suite 208
Cherry Hill, NJ 08034

Executive
Vice President: Gerald Wright
Address: 950 N. Kings Highway, Suite 208
Cherry Hill, NJ 08034

~~Treasurer~~ _____
Address: _____

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

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

14. Lamont McLean, President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 17 AM 8:42

NEW JERSEY SECRETARY OF STATE

UNIVERSAL TECHNICAL RESOURCE SERVICES, INC.

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER/AUTHORITY OF THE ABOVE-NAMED NJ BUSINESS WAS FILED IN THIS OFFICE ON APR. 30, 1985.

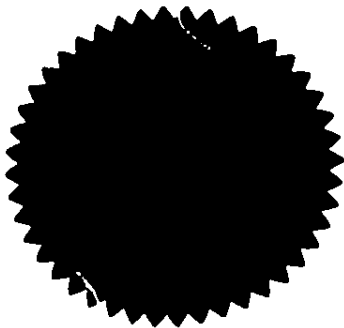
I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID BUSINESS HAS NOT BEEN DISSOLVED, CANCELLED, OR WITHDRAWN, NOR HAS ITS CHARTER/AUTHORITY BEEN VOIDED/REVOKED FOR NON-PAYMENT OF STATE TAXES BY PROCLAMATION. IT NOW CONTINUES TO MAINTAIN ACTIVE STATUS WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE CURRENT.

I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE IS

950 N. KINGS HWY SUITE 20
CHERRY HILL NJ 08034

AND THE REGISTERED AGENT IS LAMONT MCLEAN.

DEC. 05, 1996



Louise R. H.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 5 AM 8:42