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CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

200002609202-1
-08/06/98--01037--026
*****70.00 *****70.00

CORPORATION(S) NAME

Performance Training Associates, Inc.

<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"/> Limited Liability Company
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of E.A.
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> UCC-1 Financing Statement	<input type="checkbox"/> UCC-3 Filing
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> CUS
<input type="checkbox"/> Certified Copy	<input checked="" type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input checked="" type="checkbox"/> Walk In		
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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. Performance Training Associates, 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. Delaware (State or country under the law of which it is incorporated) 3. 593194151 (FEI number, if applicable)

4. 7-23-93 (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 817.155, F.S.)

7. 9 West 57th Street
New York, NY 10019
(Current mailing address)

8. To engage in any lawful act or activity.
(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

Connie Bryan
(Registered agent's signature) (Officer)

Connie Bryan, Special Assistant Secretary
(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 (Street address only - P.O. Box NOT acceptable)

Chairman: John C. White
Address: 3002 North 27th Avenue
Phoenix, AZ 85017

Director
~~Vice Chairman~~: Robert D. Hartman
Address: 3002 North 27th Avenue
Phoenix, AZ 85017

Director: John W. Jordan II
Address: 9 West 57th Street
N.Y., N.Y. 10019

Director: A. Richard Caputo, Jr.
Address: 9 West 57th Street
N.Y., N.Y. 10019

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

President: See attached page
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Officers

Name

Business Address

Chairman

John C. White

3002 North 27th Avenue
Phoenix, AZ 85017

Chief Executive Officer

Robert D. Hartman

3002 North 27th Avenue
Phoenix, AZ 85017

President

Nelson R. Sharp

116 Inverness Drive, Suite 207
Englewood, Colorado 80112

Vice President

A. Richard Caputo, Jr.

9 West 57th Street, Suite 4000
New York, NY 10019

Secretary

Kimberly Riordan

3002 North 27th Avenue
Phoenix, AZ 85017

Treasurer (CFO)

Sharon Morrison

3002 North 27th Avenue
Phoenix, AZ 85017

Assistant Secretary

Martin J. Collins

1675 Broadway, Suite 1900
New York, NY 10019

Assistant Secretary

Carl R. Kolbet

1675 Broadway, Suite 1900
New York, NY 10019

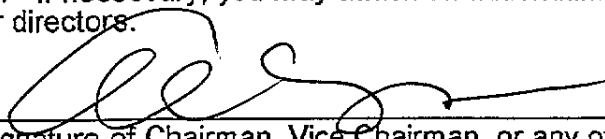
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Treasurer: _____

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. A. Richard Caputo, Jr., Vice President _____
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PERFORMANCE TRAINING ASSOCIATES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

9236381

DATE:

08-05-98

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