

F00000003257



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 688910 4381386

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

00 JUN -7 AM 10:06
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

ORDER DATE : May 8, 2000

ORDER TIME : 3:45 PM

6000003280816--8

ORDER NO. : 688910-015

CUSTOMER NO: 4381386

CUSTOMER: Allan L. Wolf, Cpa
Singer, Wolf, Mongelli, P.a.
1035 Route 46 East
P. O. Box 1939
Clifton, NJ 07015

FOREIGN FILINGS

6

NAME: INTEGRATED SYSTEMS & SERVICES
HOLDING COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse

RECEIVED
00 JUN -7 PM 4:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*WJL
6/7*

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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.

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NEW-7
AM 10:06
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1. INTEGRATED SYSTEMS & SERVICES HOLDING COMPANY

(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

(State or country under the law of which it is incorporated)

3. 22-3559079

(FEI number, if applicable)

4. 12/30/97

(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. 150 CLOVE ROAD LITTLE FALLS, NJ 07424

(Current mailing address)

8. COMPUTER CONSULTING SERVICES

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

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.

Corporation Service Company

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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

00 JUN - 7 AM 10: 06
DIVISION OF CORPORATIONS
STATE OF ALABAMA

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. Glean Warden CFO

(Typed or printed name and capacity of person signing application)

INTEGRATED SYSTEMS & SERVICES HOLDING COMPANY

Schedule of Shareholders

Shareholder Name and Address	Social Security Number	Percentage of Ownership	TITLE
Glenn Weinstein 642 Cobb Road River Vale, NJ 07675	117-50-2908	30.00%	TREAS/SEC
Andrew Weinstein 11 Noble Street Parsippany, NJ 07054	117-50-2899	30.00%	PRES
Simon Shevelev 352 Lakeview Drive Wyckoff, NJ 07481	078-66-7993	30.00%	V.P.
Allison Skopin 32 Ackerman Drive Mahwah, NJ 07430	141-56-7607	5.00%	DIRECTOR
Jeffrey Skopin 32 Ackerman Drive Mahwah, NJ 07430	132-58-2052	5.00%	DIRECTOR

100.00%

Shrhldrs

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -7
AM 10:06

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

INTEGRATED SYSTEMS & SERVICES HOLDING COMPANY

With the Previous or Alternate Name

INTEGRATED SYSTEMS & SERVICES GROUP

00 JUN -7 AM 10:06
DIVISION OF
REVENUE

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on January 1, 1998.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

Glenn Weinstein
150 Clove Road
Little Falls, NJ 07424

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

INTEGRATED SYSTEMS & SERVICES HOLDING COMPANY
With the Previous or Alternate Name
INTEGRATED SYSTEMS & SERVICES GROUP

00 JUN -7 AM 10:06



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
8th day of May, 2000

Roland M Machold

Roland M Machold
Treasurer