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ACCOUNT NO. : 072100000032  
REFERENCE : 822112 7196019  
AUTHORIZATION :  
COST LIMIT : \$ 70.00

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ORDER DATE : September 6, 2000  
ORDER TIME : 9:24 AM  
ORDER NO. : 822112-030  
CUSTOMER NO: 7196019  
CUSTOMER: Mr. Bob Basso  
Mr. Bob Basso  
22 Riverview Drive  
Wayne, NJ 07470

200003391302

FOREIGN FILINGS

NAME: IPP OF AMERICA, INC. (6)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

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**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.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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1. IPP OF AMERICA, 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 Jersey 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 17, 2000 5. Perpetual  
(Date of incorporation) (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. c/o Bob Basso, 22 Riverview Drive  
Wayne, NJ 07470  
(Current mailing address)

8. Sale of Computer Hardware, software, and electronic bill payment service  
(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)  
Assistant Vice President

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)

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

Chairman: \_\_\_\_\_

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: \_\_\_\_\_  
\_\_\_\_\_

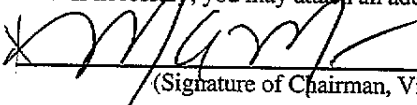
Secretary: \_\_\_\_\_

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. Marvin A. Morris, President  
(Typed or printed name and capacity of person signing application)

## OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

IPP OF AMERICA, INC.

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DIVISION OF CORPORATIONS  
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### List of Officers

**Name:** Marvin A. Morris **Title:** President  
**Bus. Addr.:** 3 Tamarack Drive, Livingston, NJ 07039

**Name:** Bruce S. Schonbraun **Title:** Secretary  
**Bus. Addr.:** 12 Fawn Drive, Livingston, NJ 07039

### List of Directors

**Name:** Alex L. Cooper **Term:**  
**Bus. Addr.:** 3 Staples Drive, Westwood, NJ 07675

**Name:** Paul F. Rosenberg **Term:**  
**Bus. Addr.:** 101 Eisenhower Parkway, Roseland, NJ 07068

**Name:** Richard Schoeninger **Term:**  
**Bus. Addr.:** One NY Plaza, 18 Floor, New York, NY 10292

**Name:** Russell Appel **Term:**  
**Bus. Addr.:** 11 Madison Avenue, 26 Floor, New York, NY 10010

**Name:** Morton Dear **Term:**  
**Bus. Addr.:** 22 Fordham Road, Livingston, NJ 07039

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

IPP OF AMERICA, INC.

*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 July 17, 2000.*

*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:*

*Paul F. Rosenberg  
Brach, Eichler, Rosenberg  
101 Eisenhower Pkwy  
Roseland, NJ 07068*

*Continued on next page . . .*

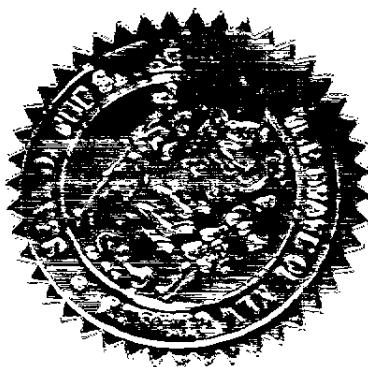
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STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

IPP OF AMERICA, INC.

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DIVISION OF CONSUMPTION



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
7th day of September, 2000

A handwritten signature in black ink that reads "Roland M Machold".

Roland M Machold  
Treasurer