



UCC FILING & SEARCH SERVICES, INC.
26 East Park Avenue
Tallahassee, Florida 32301
904/550-6876

F00000006468

822694/7000U

November 20, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Predictive Systems, Inc.

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

8000003471388--5
-11/21/00--01001--006
*****70.00 *****70.00

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

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

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

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

FILED
00 NOV 20 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 NOV 20 AM 10:22
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

h p
11/20

**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.*

1. PREDICTIVE SYSTEMS, 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.)

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TALLAHASSEE, FLORIDA

2. Delaware

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

3. 13-3808483

(FEI number, if applicable)

4. 02/10/95

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing of this Application

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 417 Fifth Avenue, New York, NY 10016

(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: UCC Filing & Search Services, Inc.

Office Address: 526 East Park Avenue

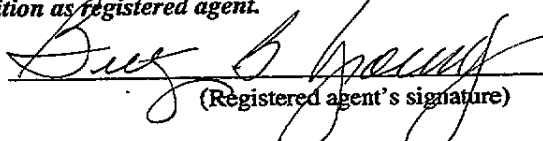
Tallahassee

, 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.


(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)

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

Chairman: _____

Address: _____

Director Peter I. Bloom 417 Fifth Ave., New York, NY 10016

Director Donald J. Duffy c/o Meyer Duffy & Associates 780 Third Ave., 15th Floor, New York, NY 10017

Director Braden R. Kelly 417 Fifth Ave., New York, NY 10016

Director Eric Meyer c/o Meyer Duffy & Associates 780 Third Ave., 15th Floor, New York, NY 10017

Director Inder Sidhu 417 Fifth Ave., New York, NY 10016

Director William W. Wyman 417 Fifth Ave., New York, NY 10016

Director William I. Smith 417 Fifth Ave., New York, NY 10016

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Director: _____

Address: _____

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

CEO & Director Ronald G. Pettengill, Jr. 417 Fifth Ave., New York, NY 10016

President & Director Robert L. Belau 417 Fifth Ave., New York, NY 10016

CFO Gerald E. Dorsey 417 Fifth Ave., New York, NY 10016

Vice President Thomas R. Joseph 417 Fifth Ave., New York, NY 10016

Vice President Carl D. Humes 417 Fifth Ave., New York, NY 10016

Vice President Gregory D. Nicastro 417 Fifth Ave., New York, NY 10016

Vice President Neeraj Sethi 417 Fifth Ave., New York, NY 10016

Vice President R. Kevin Holt 417 Fifth Ave., New York, NY 10016

Managing Director, Europe John Wright 417 Fifth Ave., New York, NY 10016

Vice President Gary N. Papilsky 417 Fifth Ave., New York, NY 10016

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. Robert L. Belau President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PREDICTIVE SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PREDICTIVE SYSTEMS, INC." WAS INCORPORATED ON THE TENTH DAY OF FEBRUARY, A.D. 1995.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0797479

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DATE: 11-16-00