

CT CORPORATION SYSTEM

F00000007032

CORPORATION(S) NAME

ST Tech Services, Inc.

500003506175--8
-12/19/00--01055--018
*****78.75 *****78.75

- | | | |
|--|---|---|
| <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"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC | <input type="checkbox"/> CUS |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

FILED
00 DEC 19 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/19/00

[Handwritten signature]

Order#: 3476380

Ref#: _____

Amount: \$ _____

RECEIVED
00 DEC 19 PM 2:20
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
SECRETARY OF STATE

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

12/19

9

**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. S T Tech Services, 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 natural person or partnership if not so contained in the name at present.)
2. New York 3. 13-4088239
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/21/99 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)
7. 15 East 26th Street, 14th Floor
New York, NY 10010
(Current mailing address)
8. All lawful acts.
(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: C T Corporation System
- Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

C T Corporation System

Patrick A. Nolan
(Registered agent's signature)

Patrick A. Nolan
Assistant Secretary

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 directors (State names ONLY - P.O. Box NOT acceptable)

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

Chairman: James K. Donaghy

Address: 15 East 26th Street, 14th Floor
New York, NY 10010

~~Vice Chairman~~ Brian M. Donaghy

Address: 15 East 26th Street
New York, NY 10010

Director: John T. White, Jr.

Address: 15 East 26th Street
New York, NY 10010

Director: _____

Address: _____

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

President: Kevin O'Brien

Address: 15 East 26th Street
New York, NY 10010

~~Vice President~~ _____

Address: _____

Secretary/ Ray Froimowitz

Treasurer _____

Address: 15 East 26th Street
New York, NY 10010

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. _____

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

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TALLAHASSEE, FLORIDA

CONSENT IN WRITING OF THE DIRECTORS

OF

S T TECH SERVICES, INC.

The undersigned, being all of the members of the Board of Directors of S T Tech Services, Inc., a New York corporation (the "Company"), hereby waive notice of meeting and consent in writing to the following resolution pursuant to Section 708 of the New York Business Corporation Law:


RESOLVED, that the Company seek to qualify to be authorized to do business in other states, including (i) Florida, (ii) Pennsylvania, (iii) Texas, (iv) Colorado, (v) Virginia, and (vi) Washington, D.C.; and further

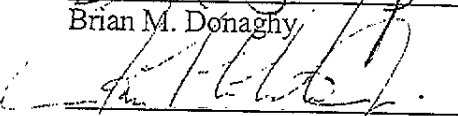
RESOLVED, that the Company seek authority to do business under its corporate name, but that if that name is unavailable in the foreign state, that the Company adopt for use in the foreign state the following name: "S.T. Tech Services, Inc."; and further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to do or cause to be done any action and to make, sign and deliver any document, instrument, certificate or agreement that may be necessary, advisable or appropriate, in the sole discretion of the officer or officers taking such action or executing such document, to carry out the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Consent in Writing as of December 7, 2000.


James K. Donaghy


Brian M. Donaghy


John T. White, Jr.

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of S T TECH SERVICES, INC. was filed on 05/21/1999, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 14th day of December
two thousand.*

Special Deputy Secretary of State

FILED
DEC 19 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA