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827674/7000U

December 21, 2000

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

Corporate Counselors Corp.

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

700003510127--1
-12/21/00--01041--002
*****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

FW-7109
JR

**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. CORPORATE COUNSELORS CORP.

(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 3. 13-3964943
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 06/02/97 5. Perpetual
(Date of incorporation) (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. 555 Madison Avenue, 29th Floor
New York, NY 10022
(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 state of Florida)

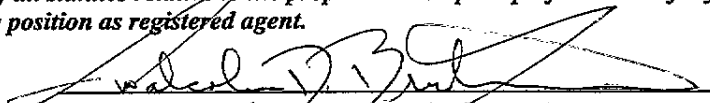
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Malcolm D. Brutman

Office Address: 3933 Cape Cole Boulevard
Punta Gorda, Florida, 33955
(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)

FILED
NO DEC 21 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Chairman: Mallory Factor

Address: 3883 Turtle Creek Boulevard, Apt. 2105
Dallas, TX 75219

Vice Chairman: _____

Address: _____

Director: Lee S. Isgur

Address: 2995 Woodside Road, Suite 400
Woodside, CA 94062

Director: _____

Address: _____

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

President: Lee S. Isgur

Address: 2995 Woodside Road, Suite 400
Woodside, CA 94062

Vice President: _____

Address: _____

Secretary: Mallory Factor

Address: 3883 Turtle Creek Boulevard, Apt. 2105
Dallas, TX 75219

Treasurer: Mallory Factor

Address: 3883 Turtle Creek Boulevard, Apt. 2105
Dallas, TX 75219

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. Mallory Factor, Secretary

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

FILED
00 DEC 21 PM 5:00
SECRETARY OF STATE
M. LAMORELLI

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 "CORPORATE COUNSELORS CORP." 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 EIGHTEENTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CORPORATE COUNSELORS CORP." WAS INCORPORATED ON THE SECOND DAY OF JUNE, A.D. 1997.

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




Edward J. Freel, Secretary of State

2754511 8300

AUTHENTICATION: 0860097

001632205

DATE: 12-18-00