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ACCOUNT NO. : 072100000032

REFERENCE : 966809 4324233

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 70.00

ORDER DATE : January 16, 2001

ORDER TIME : 10:02 AM

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ORDER NO. : 966809-005

CUSTOMER NO: 4324233

CUSTOMER: Jill H. Teitel, Esq
Siller Wilk LLP
747 Third Ave.
38th Fl.
New York, NY 10017-2803

FOREIGN FILINGS

NAME: METROPLITAN INTERPRETERS &
TRANSLATORS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis -- EXT# 1165

EXAMINER: _____

RECEIVED
01 JAN 17 PM 1:00
DIVISION OF CORPORATION

FILED
01 JAN 17 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ba 1/17

**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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TALLAHASSEE, FLORIDA

1. Metropolitan Interpreters & Translators, 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 York 3. 13-3759052
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 14, 1994 5. "perpetual"
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 2, 2001
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 8405 N.W. 53rd Street, Suite B116, Miami, Florida 33166
(Principal office address)

(Current mailing address)

To supply the employment of translators.

8. _____
(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
(City) (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

**Laura R. Dunlap
as its agent**

Laura R. Dunlap

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Steven Herfield

Address: 110 East 42nd Street, Suite 802
New York, N.Y. 10017

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Steven Herfield

Address: 110 East 42nd Street, Suite 802
New York, N.Y. 10017

Vice President: _____

Address: _____

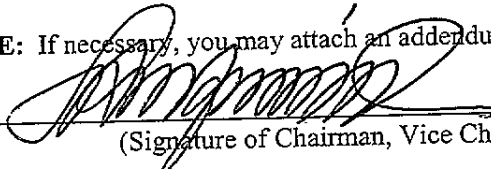
Secretary: Steven Herfield

Address: 110 East 42nd Street, Suite 802

Treasurer: New York, N.Y. 10017

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. Steven Herfield, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**State of New York
Department of State**

ss:

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01 JAN 17 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby certify, that the Certificate of Incorporation of METROPOLITAN INTERPRETERS & TRANSLATORS, INC. was filed on 03/14/1994, 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 10th day of January
two thousand and one.*

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