



THE UNITED STATES
CORPORATION
COMPANY

F01 0000000493

ACCOUNT NO. : 072100000032

REFERENCE : 977030 4307494

AUTHORIZATION :

Patricia Pigeto

COST LIMIT : \$ 70.00

FILED
01 JAN 26 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 24, 2001

ORDER TIME : 10:15 AM

ORDER NO. : 977030-005

CUSTOMER NO: 4307494

CUSTOMER: Mr. Steven P. Rapoport
Kay Collyer & Boose
One Dag Hammarskjold Plaza
31st Floor
New York, NY 10017

800003582248--7

FOREIGN FILINGS

NAME: CMS OPERATIONS NEW JERSEY,
INC.

G

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: _____

BK
1/26

RECEIVED
JAN 26 AM 11:20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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. CMS Operations New Jersey, 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. Delaware

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

3. 22-3726232

(FEI number, if applicable)

4. May 2, 2000

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(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.)

c/o Carlisle Management Services, Inc.

7. 4800 N. Federal Hwy., Suite 200B, Boca Raton, FL 33431

(Principal office address)

c/o Eli D. Schoenfield, Esq., Kay Collyer & Boose LLP

One Dag Hammarskjold Plaza, New York, NY 10017

(Current mailing address)

8. 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, 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

(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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. Eli D. Schoenfield, Assistant Secretary

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

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CMS Operations New Jersey, Inc.
Officers & Directors

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TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
<i>Officers:</i>		
Peter M.R. Gaze	President	4800 N. Federal Hwy., Suite 200B Boca Raton, FL 33431
Steven J. Levine	Vice President & Secretary	4800 N. Federal Hwy., Suite 200B Boca Raton, FL 33431
Ann M. Olbert	Treasurer	4800 N. Federal Hwy., Suite 200B Boca Raton, FL 33431
Eli D. Schoenfield	Asst. Secretary	Kay Collyer & Boose LLP One Dag Hammarskjold Plaza New York, NY 10017
Roger Gebhard	Asst. Secretary	4800 N. Federal Hwy., Suite 200B Boca Raton, FL 33431
<i>Directors:</i>		
Peter M.R. Gaze		4800 N. Federal Hwy., Suite 200B Boca Raton, FL 33431
Steven J. Levine		4800 N. Federal Hwy., Suite 200B Boca Raton, FL 33431

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CMS OPERATIONS NEW JERSEY, INC." 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 TWENTY-FIFTH DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
JAN 26 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0934132

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DATE: 01-25-01