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ACCOUNT NO. : 072100000032

REFERENCE : 095506 4307494

AUTHORIZATION : *Patricia Piguet*

COST LIMIT : \$ 70.00

FILED
01 MAR 29 AM 11:55
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 28, 2001

ORDER TIME : 9:27 AM

ORDER NO. : 095506-005

CUSTOMER NO: 4307494

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

(C)

100003929121--5

FOREIGN FILINGS

NAME: CONGRESS SECURITY
ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 29 AM 9:58
NOT INTENDED
TO ACKNOWLEDGE
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3/29

TRANSMITTAL LETTER

01 MAR 29 AM 11:55
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Congress Security Acquisition Corp.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Eli D. Schoenfield, Esq.

(Name of Person)

Kay Collyer & Boose LLP

(Firm/Company)

One Dag Hammarskjold Plaza

(Address)

New York, NY 10017

(City/State and Zip code)

For further information concerning this matter, please call:

Eli D. Schoenfield
(Name of Person)

at (212) 940-8200

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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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1. Congress Security Acquisition 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 26, 2001 5. Perpetual
(Date of incorporation) (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.)

7. 336 Key Palm Road, Boca Raton, FL 33432
(Principal office address)
336 Key Palm Road, Boca Raton, FL 33432
(Current mailing address)

8. Any legal or lawful purpose
(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
JOAN S. HOENIGMANN (Registered agent's signature) ASST VICE PRESIDENT

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

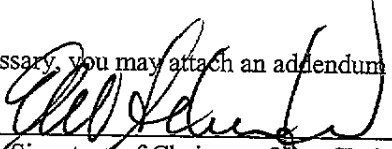
Secretary: _____

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)

Congress Security Acquisition Corp.
List of Officers and Directors

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TALLAHASSEE, FLORIDA

Directors:

Stephen J. Ruzika		336 Key Palm Road Boca Raton, FL 33432
John E. Danneberg		5 Nicklaus Court Florham Park, NJ 07932

Officers:

Stephen J. Ruzika	President	336 Key Palm Road Boca Raton, FL 33432
John E. Danneberg	Vice President & Secretary	5 Nicklaus Court Florham Park, NJ 07932
Henry H. McClain, III	Vice President	4306 Greenleaf Circle Panama City, FL 32404
Alfred N. Fralick	Vice President	8211 High point Road Panama City, FL 32405
Eli D. Schoenfield	Asst. Secretary	One Dag Hammarskjold Plaza New York, NY 10017

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONGRESS SECURITY ACQUISITION 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 TWENTY-EIGHTH DAY OF MARCH, A.D. 2001.

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

FILED
01 MAR 29 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1050609

DATE: 03-28-01