



F01000005926

ACCOUNT NO. : 072100000032

REFERENCE : 430553 4305845

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : November 14, 2001

ORDER TIME : 10:09 AM

ORDER NO. : 430553-025

CUSTOMER NO: 4305845

CUSTOMER: Mr. Joseph Rose
Willkie Farr & Gallagher
787 Seventh Avenue

New York, NY 10019-6099

FILED
RECEIVED
01 NOV 15 PM 1:23
01 NOV 15 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK

FOREIGN FILINGS

NAME: CPA2BIZ, INC.



400004683674--4

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

**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. cpa2biz, 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. 223731549

(FEI number, if applicable)

4. 03/10/2000

(Date of incorporation)

5. perpetual

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

6. 05/02/01

(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. 1290 Avenue of the Americas, New York, NY 10019

(Principal office address)

(Current mailing address)

Any lawful purpose for which corporations may be organized

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

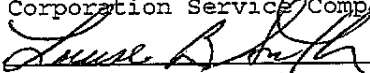
(City)

(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



(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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SECRETARY OF STATE

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. Brett Prager
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Brett Prager, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

OFFICERS AND DIRECTORS OF CPA2BIZ, INC.

Address

cpa2biz, Inc.
1290 Avenue of the Americas,
36th Floor
New York, NY 10019

List of Officers

Brett Prager In care of cpa2biz, Inc.	President
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Barry C. Melancon In care of cpa2biz, Inc.	Secretary
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List of Directors

Brett Prager
In care of cpa2biz, Inc.

Barry C. Melancon
In care of cpa2biz, Inc.

Richard Harrington
In care of cpa2biz, Inc.

Kathy Eddy
In care of cpa2biz, Inc.

Rudolph Hertlein
In care of cpa2biz, Inc.

Joseph Nemec, Jr.
In care of cpa2biz, Inc.

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CPA2BIZ, 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 FOURTEENTH DAY OF NOVEMBER, A.D. 2001.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3191940 8300

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AUTHENTICATION: 1445338

DATE: 11-14-01