

CT CORPORATION

**F02000000344**

CORPORATION(S) NAME

M&T Services Company

d/b/a M&T Services Company (Delaware)

FILED  
02 JAN 22 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-01/22/02--01075--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RECEIVED  
02 JAN 22 AM 11:19  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

1/22/02

Order#: 5019453

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

BK

**RESOLUTION OF BOARD OF DIRECTORS**  
(Please print or type)

02 JAN 22 PM 1:42  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned Martin A. Goldman, do hereby certify  
(Name)

that this Resolution of the Board of Directors of M&T Services Company

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on January 18, 20 02

Be it resolved, that M&T Services Company  
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

M&T Services Company (Delaware) for use in Florida.

Dated: January 18, 2002

  
Signature of either Chairman, Vice Chairman or any officer

Martin A. Goldman, President

Type or print Name

INHS19(1/00)

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

FILED  
JUN 22 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. M&T Services Company  
(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. 26-0000387  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/21/01 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qual  
(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. 9550 Regency Square Blvd., Suite 400, Jacksonville, FL 32225  
(Principal office address)
- same  
(Current mailing address)
8. Provide personnel services and engage in any lawful act or activity for which corporations may be organized to do business in Florida.  
(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: C T Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
(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.*

By: Korri A. Behler C T Corporation System  
(Registered agent's signature) KORRI A. BEHLER  
Special Assistant Secretary

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: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Martin A. Goldman

Address: 1717 Arch St., 35th Floor, Philadelphia, PA 19103-2768

Director: Gary Goldman

Address: 1717 Arch St., 35th Floor, Philadelphia, PA 19103-2768

B. OFFICERS

President: Martin A. Goldman

Address: 1717 Arch St., 35th Floor, Philadelphia, PA 19103-2768

Vice President: Gary Goldman

Address: 1717 Arch St., 35th Floor, Philadelphia, PA 19103-2768

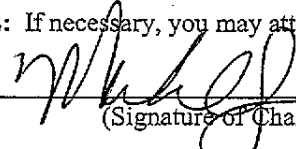
Secretary: Stuart M. Sklar

Address: 1717 Arch St., 35th Floor, Philadelphia, PA 19103-2768

Treasurer: Martin A. Goldman

Address: 1717 Arch St., 35th Floor, Philadelphia, PA 19103-2768

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. Martin A. Goldman, President  
(Typed or printed name and capacity of person signing application)

# Delaware

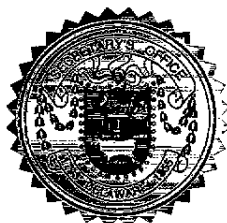
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "M&T SERVICES COMPANY" 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 ELEVENTH DAY OF JANUARY, A.D. 2002.

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

FILED  
JAN 22 PM 1:42  
0202  
SECRETARY OF STATE  
DELAWARE, FLORIDA



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3473073 8300

AUTHENTICATION: 1555574

020022038

DATE: 01-11-02