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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

F03-1335  
CR



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 966584

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : March 13, 2003

ORDER TIME : 9:12 AM

ORDER NO. : 966584-015

CUSTOMER NO: 7167577

CUSTOMER: Christine Larocca, Esq.  
McElroy, Deutsch & Mulvaney  
40 West Ridgewood Avenue

Ridgewood, NJ 07450

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FOREIGN FILINGS

NAME: CLAYTON ADVISORY SERVICES,  
LTD.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

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. CLAYTON ADVISORY SERVICES, LTD., 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 3. 13-3975171  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 9, 1997 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. 2 Corporate Drive, Shelton, Ct 06484  
(Principal office address)  
Same  
(Current mailing address)
8. Financial Services Consulting  
(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

*Elizabeth A. Monicazny*  
(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~~ Sole Director-Stephen M. Lamando

Address: 2 Corporate Drive  
Shelton, Ct 06484

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: ~~See attached officers/directors rider~~ Stephen M. Lamando

Address: 2 Corporate Drive  
Shelton, Ct 06484

Vice President:

Address:

Secretary: Brian C. Newman

Address: 2 Corporate Drive, Shelton, CT 06484

Treasurer: Brian C. Newman

Address: 2 Corporate Drive, Shelton, CT 06484

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.

Stephen M. Lamando, President

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

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# Delaware

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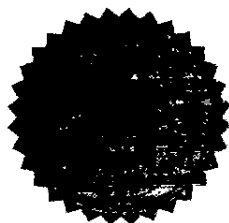
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLAYTON ADVISORY SERVICES, LTD." 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 THIRTEENTH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CLAYTON ADVISORY SERVICES, LTD." WAS INCORPORATED ON THE NINTH DAY OF OCTOBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2785232 8300

AUTHENTICATION: 2305940

030169136

DATE: 03-13-03