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DIVISION OF CORPORATION



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 359679 7155110

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 70.00

ORDER DATE : December 15, 2003

ORDER TIME : 11:24 AM

ORDER NO. : 359679-025

CUSTOMER NO: 7155110

CUSTOMER: Karen Curry
Cendant Corporation
1 Campus Drive

Parsippany, NJ 07054

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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: NEAT GROUP CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

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. Neat Group Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 01-0774064

(FEI number, if applicable)

4. 3/26/03

(Date of incorporation)

5. _____

(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. 7 Sylvan Way, Parsippany, NJ 07054

(Principal office address)

7 Sylvan Way, Parsippany, NJ 07054

(Current mailing address)

8. Travel Services

(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

Ann Skilling
(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.

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 Director or Officer listed in number 12 of the application)

14. Lynn A. Feldman, Vice President and Assistant Secretary

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

Directors / Officers Report

As of 12/10/2003

Neat Group Corporation

Directors

James E. Buckman

Director

Primary Address: 9 West 57th Street
New York, NY 10019 (USA)

Samuel L. Katz

Director

Primary Address: 9 West 57th Street
37th Floor
New York, NY 10019

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SECURITIES CORPORATION'S
TALLAHASSEE, FLORIDA

Officers

Samuel L. Katz

President and Chief Executive Officer

Primary Address: 9 West 57th Street
37th Floor
New York, NY 10019

Steven Cossette

Chief Operating Officer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Michael W. McCormick

President

Primary Address: 7 Sylvan Way
Parsippany, New Jersey 07054

Duncan H. Cocroft

Executive Vice President and Treasurer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Eric J. Bock

Executive Vice President and Secretary

Primary Address: 9 West 57th Street
37th Floor
New York, NY 10019

James E. Buckman

Executive Vice President and Assistant Secretary

Primary Address: 9 West 57th Street
New York, NY 10019 (USA)

Thomas D. Christopoul

Executive Vice President

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Directors / Officers Report

As of 12/10/2003

Neat Group Corporation

Stephen P. Holmes

Executive Vice President

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Anthony E. Hull

Executive Vice President

Primary Address: 1 Campus Drive
Parsippany, New Jersey 07054

Edward M McNamara

Executive Vice President and Chief Financial Officer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Kevin M. Sheehan

Executive Vice President

Primary Address: 9 West 57th Street
New York, NY 10019 (USA)

Virginia M. Wilson

Executive Vice President

Primary Address: 1 Campus Drive
Parsippany, New Jersey 07054

Vincent Ventura

Executive Vice President, Corporate Tax

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Terence P. Conley

Senior Vice President

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Jeffrey Kinder

Senior Vice President

Primary Address: 7 Sylvan Way
Parsippany, New Jersey 07054

John T. McClain

Senior Vice President

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Richard S. Meisner

Senior Vice President and Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Mark E. Costello

Vice President and Assistant Secretary

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054 (USA)

Lynn A. Feldman

Vice President and Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

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Directors / Officers Report As of 12/10/2003

Neat Group Corporation

Jason D. Horstman

Vice President

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Joseph J. Huber

Vice President, Tax

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

John S. Kim

Vice President

Primary Address: 7 Sylvan Way
parsippany, Nj 07054

Bill Lowry

Vice President

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Jean Marie Sera

Vice President and Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Robert Vincent

Vice President

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Kevin Monaco

Assistant Treasurer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

John M. Peterson

Assistant Treasurer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

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Delaware

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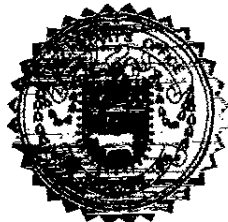
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEAT GROUP CORPORATION" 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 FIFTEENTH DAY OF DECEMBER, A.D. 2003.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEAT GROUP CORPORATION" WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 2003.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3640574 8300

AUTHENTICATION: 2812986

030805712

DATE: 12-15-03