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Rothstein-Kass, P.A.

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J. BRYAN AUG 24 2005

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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1. ROTHSTEIN-KASS, P.A. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inn.," "Co.," or "Corp.")

ROTHSTEIN, KASS & COMPANY, P.C. (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New Jersey (State or country under the law of which it is incorporated) 3. (FBI number, if applicable)

4. October 28, 1976 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1301 & 607.1302, F.S., to determine penalty liability)

7. 85 Livingston Avenue, Roseland, New Jersey 07068 (Principal office address)

85 Livingston Avenue, Roseland, New Jersey 07068 (Current mailing address)

8. "SEE ATTACHED RIDER" (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 NOT acceptable) Name: United Corporate Services, Inc. Office Address: 9200 South Dadeland Blvd., Suite 508 Miami, Florida 33156 (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.

(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:

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A. DIRECTORS

Chairman: Barry S. Stadlin

Address: 85 Livingston Avenue, Roseland, New Jersey 07068

Vice Chairman: _____

Address: _____

Director: Howard Altman

Address: 85 Livingston Avenue, Roseland, New Jersey 07068

Director: Steven A. Kass

Address: 85 Livingston Avenue, Roseland, New Jersey 07068

B. OFFICERS

President: Howard Altman

Address: 85 Livingston Avenue, Roseland, New Jersey 07068

Vice President: _____

Address: _____

Secretary: Steven A. Kass

Address: 85 Livingston Avenue, Roseland, New Jersey 07068

Treasurer: Barry S. Stadlin

Address: 85 Livingston Avenue, Roseland, New Jersey 07068

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. Barry S. Stadlin, Treasurer

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

ROTHSTEIN-KASS, P.A.

Rider

Purpose

The purposes for which this corporation is formed are:

- (a) To engage in the business of rendering certified public accounting services as a professional corporation and to do all things permitted by the state law which are not inconsistent therewith; and
- (b) To do everything necessary, proper and convenient for the accomplishment of any of the purposes herein set forth, and to do every other act and thing incidental thereto which is not forbidden by the state law or by the provisions of this registration.

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TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

ROTHSTEIN-KASS, P.A.
0100027844

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Professional Corporation was registered by this office on October 28, 1976.

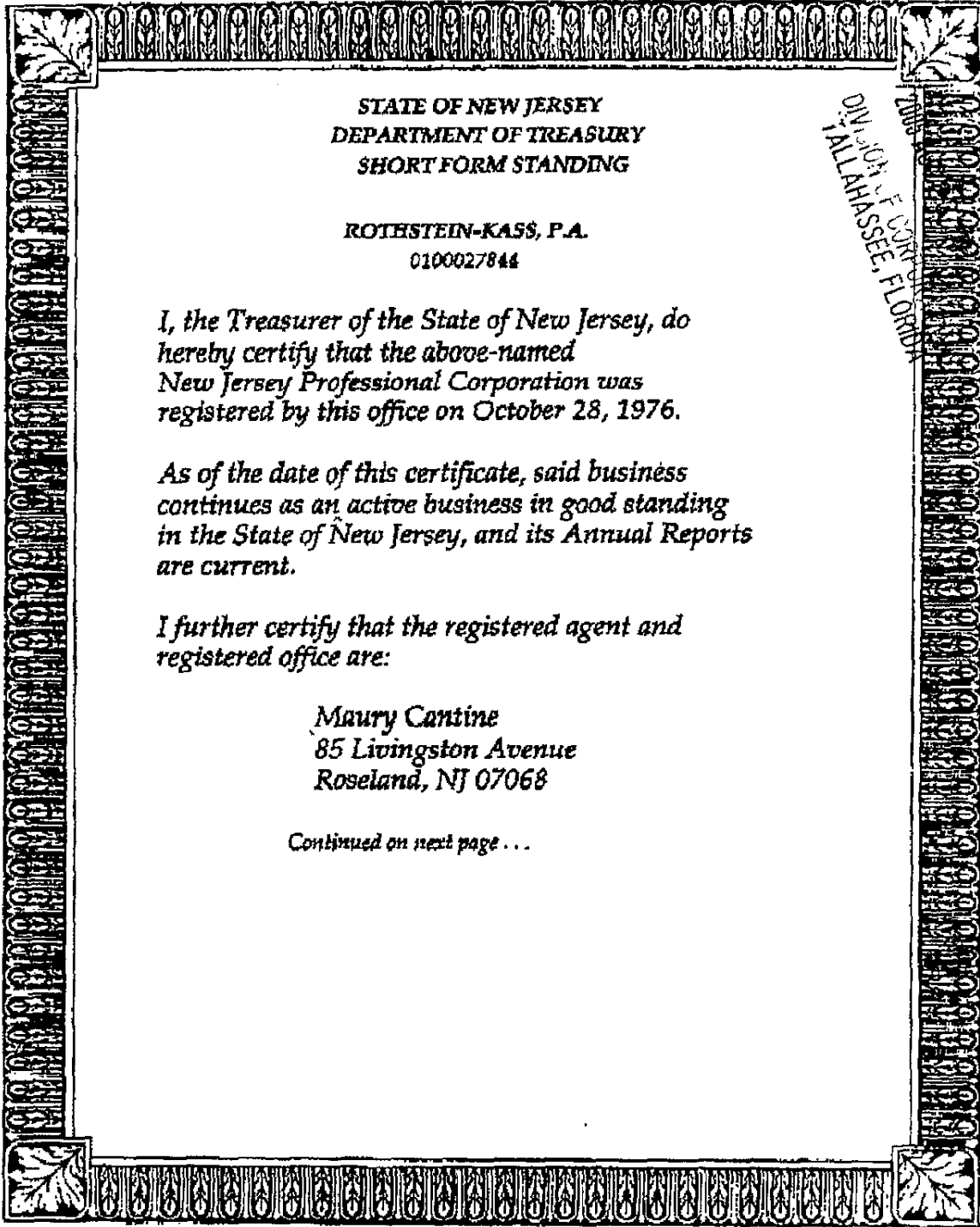
As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

*Maury Cantine
85 Livingston Avenue
Roseland, NJ 07068*

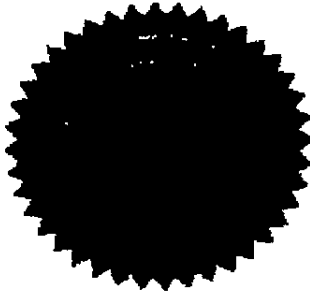
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TALLAHASSEE, FLORIDA



STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

ROTHSTEIN-KASS, P.A.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
22nd day of August, 2005

John E McCormac, CPA
State Treasurer

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AUG 23 2005
DIVISION OF REVENUE
TREASURY DEPARTMENT
HALLAHASSEE, N.J.