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DIVISION OF CORPORATION

FOREIGN PROFIT/NONPROFIT CORPORATION

NCSPLUS INCORPORATED

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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. NCSPLUS INCORPORATED
(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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/10/2008 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 117 E. 24th Street, 5th Floor New York NY 10010
(Principal office address)
- 117 E. 24th Street, 5th Floor New York NY 10010
(Current mailing address)
8. Accounts Receivable Management
(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: Capitol Corporate Services, Inc.
- Office Address: 155 Office Plaza Dr., Suite A
- 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.

Gayle W. Winkle, asst sec
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Christopher RehlowAddress: 117 E. 24th Street, 5th FloorNew York NY 10010Director: Lynn GoldbergAddress: 117 E. 24th Street, 5th FloorNew York NY 10010

B. OFFICERS

President: Christopher RehlowAddress: 117 E. 24th Street, 5th FloorNew York NY 10010Vice President: Lynn GoldbergAddress: 117 E. 24th Street, 5th FloorNew York NY 10010

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. TE

(Signature of Director or Officer listed in number 12 of the application)

14. Lynn Goldberg Vice President

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

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TALLAHASSEE, FLORIDA

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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 "NCSPLUS INCORPORATED" 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 TWENTY-SECOND DAY OF MAY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NCSPLUS INCORPORATED" WAS INCORPORATED ON THE TENTH DAY OF NOVEMBER, A.D. 2005.

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.

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6610087

DATE: 05-22-08