



Prentice Hall Legal & Financial Services

ATTN: Quidoo (904) 222-7495

F9500000091

BEFORE 2, Inc.

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| <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Reservation |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other |
| <input type="checkbox"/> Fictitious Business Name | <input type="checkbox"/> Profit/Articles of Incorporation |
| <input checked="" type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 |
| <input type="checkbox"/> Mtr. Veh. | <input type="checkbox"/> UCC/Filing 3 |

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- | | |
|--|---|
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopy | <input type="checkbox"/> Good Standing |
| <input type="checkbox"/> Corporate Print-Out | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search | |

Walk in () Call if Problem () Will Wait Pick up 1-6 11AM
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: NYC BY: Legina
 BRANCH RECEIVING: FL BY: Quidoo
 REF/JOB # 108-94-730 29-05
 CLIENT MATTER # _____
 SAME DAY 24 HR _____ ROUTINE _____
 VERBAL REQUESTED: YES OR NO
 DATE SENT: ___/___/___ MAIL FAX FED EXP.
 FILED: ___/___/___
 SENT TO: BRANCH CLIENT _____
 SPECIAL INSTRUCTIONS: _____

CHECK #	_____
ST./CTY/ FEES	<u>122.50</u>
CORR. FEE/ SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. BLI/ORE 2, 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. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 21, 1994 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1995
(Date first transacted business in Florida, (See sections 607.1501, 607.1502, and 817.155, F.S.)
c/o Office of the General Counsel

7. One Marine Midland Center, 27th Floor
Buffalo, New York 14203-2827
(Current mailing address)

8. To hold title to property in partial cancellation of debt previously contracted.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(Zip Code)

55 JAN - 4 1995
DIVISION OF CORPORATE REGISTRATION

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.

The Prentice-Hall Corporation System, Inc.

By: John Schreiber, Assistant P.
(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 addresses of officers and/or directors:

A. DIRECTORS

Sole Director

Chairman: Philip S. Toohy
Address: One Marine Midland Center
Buffalo, New York 14203-2827

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

See Attached

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Helen Kujawa
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Helen Kujawa, Assistant Secretary
(Typed or printed name and capacity of person signing application)

RLI/ORE 2, INC.

Officers:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Leif B. Karlsson	President	One Marine Midland Center Buffalo, New York 14203
Carolyn E. Conybeare	Vice President	140 Broadway New York, New York 10005
Joseph Strubel	Vice President	140 Broadway New York, New York 10005
Mark Troon	Vice President	140 Broadway New York, New York 10005
Mary B. Sommer	Treasurer	One Marine Midland Center Buffalo, New York 14203
Richard P. Rich	Assistant Treasurer	One Marine Midland Center Buffalo, New York 14203
Mark W. Andersson	Secretary	One Marine Midland Center Buffalo, New York 14203
Ann Kuhn Grano	Assistant Secretary	One Marine Midland Center Buffalo, New York 14203
Helen Kujawa	Assistant Secretary	One Marine Midland Center Buffalo, New York 14203

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLIZORE 2, INC." 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 THIRTIETH DAY OF DECEMBER, A.D. 1994.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION 7259932

DATE 12-30-94