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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: THE CANTOR SEINUK GROUP, P.C.
(Name of corporation)

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Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mr. Ysrael A. Seir &
(Name of Person)

The Cantor Seinuk Group, P.C.
(Firm/Company)

600 Madison Avenue - 7th Floor
(Address)

New York, NY 10022
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Michael Ressler at (212) 755-4242
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. THE CANTOR SEINUK GROUP, ENGINEERS, P.C.
(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. New York State 3. 13-2728400
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 1, 1971 b. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 600 Madison Avenue - 7th Floor
New York, NY 10022
(Current mailing address)
8. Professional Engineering
(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:
Name: Mr. Hilario Candela
Spillis, Candela & Partners
Office Address: 800 Douglas Entrance
Coral Gables, Florida, 33134
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

CEO: Ysrael A. Seinuk
ADDRESS: 82 Tennis Place, Forest Hills Gardens, NY 11375

President: Irwin G. Cantor

Address: 2 Bay Club Drive - Apt. 21W
Bayside, NY 11360

Vice President: Silvian Marcus

Address: 6 Sunset Circle
Hastings-on-Hudson, NY 10706

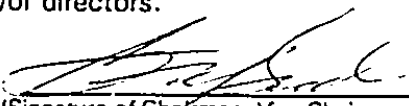
Secretary: Ysrael A. Seinuk

Address: 82 Tennis Place
Forest Hills Gardens, NY 11375

Treasurer: Estanislao T. Salcedo

Address: 12 Terry Terrace
Somerset, NJ 08873

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. Ysrael A. Seinuk, Chief Executive Officer
(Typed or printed name and capacity of person signing application)

SECRET
DIVISION 17
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State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of THE CANTOR SEINUK GROUP, ENGINEERS, P.C. was filed on 07/06/1971, under the name of THE OFFICE OF IRWIN G. CANTOR, P. C., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment THE OFFICE OF IRWIN G. CANTOR, P. C., changing name to THE CANTOR SEINUK GROUP, ENGINEERS, P.C., was filed 03/30/1993.

...

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 08th day of February
one thousand nine hundred and
ninety-five.

Alexander F. Trenchwell

Secretary of State

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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