

F9500000 1998

Edwards and Zuck, P.C.

March 1, 1995

Qualification/Tax Lien Sec.
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

500001421835
-03/06/95--01078--004
*****78.75 *****78.75

To Whom It May Concern:

W95-5146

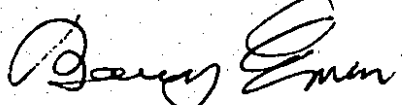
We wish to register Edwards and Zuck, P.C. as a foreign corporation to transact business in the State of Florida. Towards this end we have enclosed the following documents:

1. Transmittal letter
2. Application by Foreign Corporation for authorization to transact business in Florida
3. Certificate of Existence from New York State
4. A check for \$78.75 to cover the filing fee, registered agent designation fee and a certificate of status.

We trust everything is in order. If you have need of anything else, please feel free to contact the undersigned.

Very truly yours,

EDWARDS AND ZUCK, P.C.



Barry Emin
Controller
BE:sh
EMINcorp-fla.ltr

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DIVISION OF CORPORATIONS
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**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. Edwards And Zuck, 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 or country under the law of which it is incorporated)
3. 13-2860288
(FEI number, if applicable)
4. June 22, 1976
(Date of Incorporation)
5. Perpetual
(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. 330 West 42nd Street
New York, NY 10036
(Current mailing address)
8. Practice of 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. Arnold Schimmel

Office Address: 1201 South Ocean Drive
Hollywood, Florida, 33019
(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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Carl E. Graber
c/o Edwards And Zuck, P.C.
Address: 330 West 42nd Street
New York, NY 10036

Vice Chairman: Francis J. Lorenz
c/o Edwards And Zuck, P.C.
Address: 330 West 42nd Street
New York, NY 10036

Director: Peter J. Sposato
c/o Edwards And Zuck, P.C.
Address: 330 West 42nd Street
New York, NY 10036

Director: Michael F. Brandon
c/o Edwards And Zuck, P.C.
Address: 330 West 42nd Street
New York, NY 10036

B. OFFICERS

President: Carl E. Graber
c/o Edwards And Zuck, P.C.
Address: 330 West 42nd Street
New York, NY 10036

Vice President: Michael F. Brandon
c/o Edwards And Zuck, P.C.
Address: 330 West 42nd Street
New York, NY 10036

Secretary: Francis J. Lorenz
c/o Edwards And Zuck, P.C.
Address: 330 West 42nd Street
New York, NY 10036

Treasurer: Francis J. Lorenz
c/o Edwards And Zuck, P.C.
Address: 330 West 42nd Street
New York, NY 10036

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

13.

Carl E. Graber
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Carl E. Graber - President
(Typed or printed name and capacity of person signing application)

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12. NAMES AND ADDRESSES OF OFFICERS AND DIRECTORS

A. DIRECTORS

DIRECTOR: Patrick G. Sposato

ADDRESS: c/o Edwards And Zuck, P.C.
330 West 42nd Street
New York, NY 10036

DIRECTOR: Matthew G. Donolli

ADDRESS: c/o Edwards And Zuck, P.C.
330 West 42nd Street
New York, NY 10036

B. OFFICERS

VICE PRESIDENT: Peter J. Sposato

ADDRESS: c/o Edwards And Zuck, P.C.
330 West 42nd Street
New York, NY 10036


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State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of EDWARDS AND ZUCK, P.C. was filed on 06/22/1976, under the name of ARTHUR A. EDWARDS, 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 ARTHUR A. EDWARDS, P.C., changing name to EDWARDS AND ZUCK, P.C., was filed 11/16/1978.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 06th day of April
one thousand nine hundred and
ninety-five.



Richard F. Treadwell
Secretary of State

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