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F95000002628

CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

500001501975

-05/31/95--01045--020

*****70.00 *****70.00

CORPORATION(S) NAME

Em Sales Corp.

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DIVISION OF CORPORATION

Profit

NonProfit

Limited Liability Company

Foreign

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACTION 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. ERN SALES CORP.
(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. 06 - 136231
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 4, 1993 5. 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 617.156, F.S.))
7. 951 Clint re Road
Boca Raton, rida 33487
(City - mailing address)
8. Computer parts and supplies
(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: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road,
Plantation . Florida, 33324
(Zip Code)

10. Registered agent 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.

Laura Boden
C T CORPORATION SYSTEM
(Registered agent's signature) (Officer)
Laura Boden, Asst. Secy.
(Type Name and Title of Officer)

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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

Director: Richard Parkes
Chairman:

Address: 9 Imperial Landing.
Westport, CT 06880

Director: Vice Chairman: Joel Mallin

Address: 106 Central Park South
New York, New York 10019

Director: Scott Dunn

Address: 126 Drake Smith Lane
Rye, New York 10580

Director:

Address:

B. OFFICERS

President: R. Parkes

Address: 9 Imperial Landing
Westport, Connecticut 06880

Vice President: J. Bernal

Address: 8035 S.W. 107th Avenue, #224
Miami, Florida 33173

Secretary:

Address:

Vice President: Stanley Scheinman
P.O. Box 202
Salisbury, CT 06068

Controller: R. Morin
5597 Pacific Boulevard, Apt. 3416
Boca Raton, Florida 34333

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Treasurer: Scott Dunn

Address: 126 Drake Smith Lane

Rye, New York 10580

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. Scott Dunn, Treasurer
(Typed or printed name and capacity of person signing application)

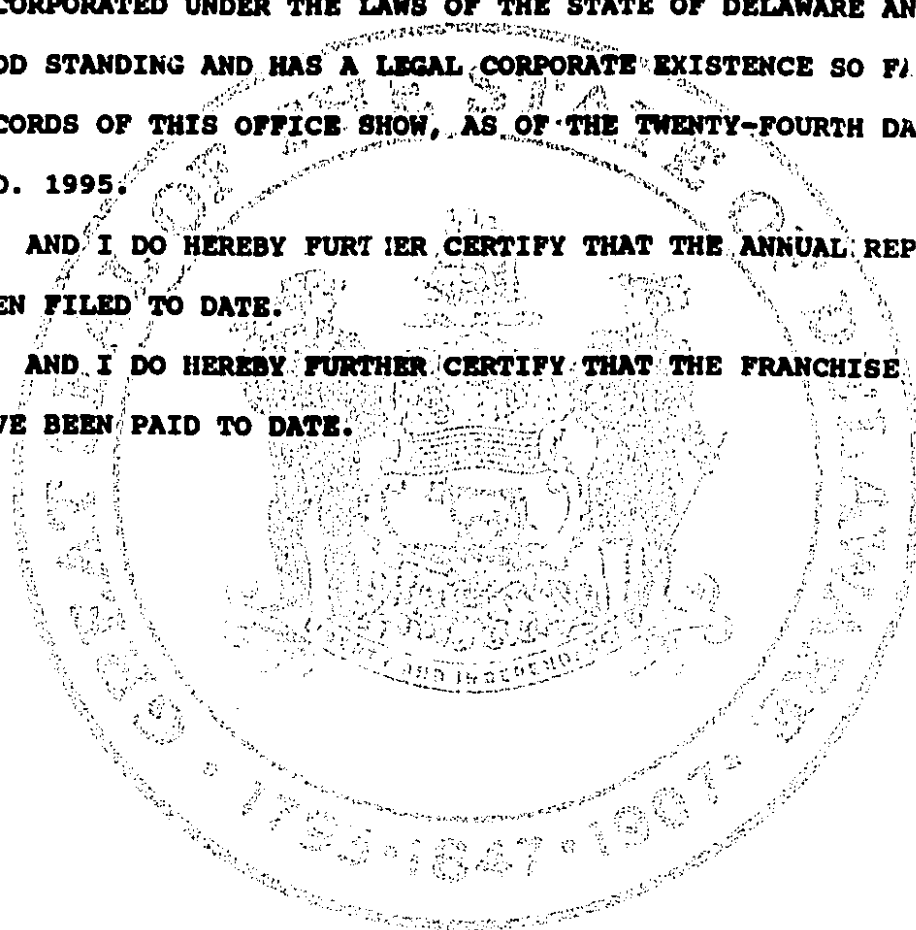
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ERN SALES CORP." 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-FOURTH DAY OF MAY, A.D. 1995.

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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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7516098

05-24-95