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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: DeCarlo & Doll, Inc.
(Name of corporation - must include suffix)

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:

Bruce Elliot Evans, Esq.

(Name of Person)

Smith, Smith & Wonder, P.A.

(Firm/Company)

190 West Palmetto Park Road

(Address)

Boca Raton, Florida 33432

(City, State and Zip Code)

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

Bruce Elliot Evans, Esq. at (407) 368 - 1156
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

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

MAILING ADDRESS:

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

9/8/31
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FILED
SECRETARY OF
DIVISION OF CORPORATIONS

LAW OFFICES
SMITH, SMITH AND WENDER, P.A.

PETER D. SMITH
CHARLES WENDER*
OF COUNSEL

MITCHELL D. SMITH*
DORIS E. EVANS**

*MEMBER FL & NY BAR
**MEMBER FL, NY & CT BAR

100 W. PALMETTO PARK RD. • BOCA RATON, FLORIDA 33432
407-368-1150
BROWARD 305-420-8020

August 28, 1995

Florida Department of State
Qualification/Tax Lien Sec.
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Registration of Foreign Corporation
Applicant: DeCarlo & Doll, Inc.

Dear Sirs:

Enclosed please find the following documents with reference to the above captioned filing:

- 1) Application By Foreign Corporation for Authorization to Transact Business in the State of Florida
- 2) Certificate of Good Standing from the State of Connecticut
- 3) Our firm's check in the amount of \$87.50 for registration and payment for two (2) Certificates of Status

Thank you for your attention to this matter. If you require any further information, please contact me at (407) 368-1156.

Very truly yours,


Bruce Elliot Evans

cc: Peter M. DeCarlo, Secretary
DeCarlo & Doll, Inc.

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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. DeCarlo & Doll, 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. CONNECTICUT 3. 00-1020-910
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 2, 1980 5. Perpetual
(Date of Incorporation) (Duration: Year Corp. will cease to exist or "perpetual")

6. September 15, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 190 West Palmetto Park Road
Boca Raton, Florida 33432
(Current mailing address)

8. ANY LAWFUL PURPOSE
(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:

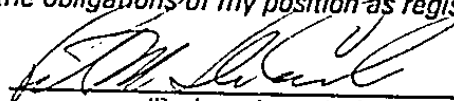
Name: Peter M. DeCarlo

Office Address: 190 West Palmetto Park Road

Boca Raton, Florida, 33432
(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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Director: ~~XXXXXXXXXX~~ William D. Doll

Address: 300 Greenhill Road

Madison, CT 06443

Director: ~~XXXXXXXXXX~~ Peter M. DeCarlo

Address: 4220 N. Ocean Drive #11

Lauderdale-by-the-Sea, Florida 33308

Director: Raymond M. Roberts

Address: 185 North Street

Wallingford, CT 06942

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Raymond M. Roberts

Address: 185 North Street

Wallingford, CT 06942

Vice President: Barbara DuPino

Address: 81 Dodge Avenue

East Haven, CT 06512

Secretary: Peter M. DeCarlo

Address: 4220 N. Ocean Drive #11

Lauderdale-by-the-Sea, Florida 33308

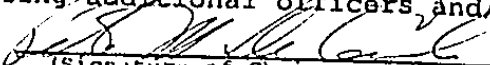
Treasurer: Raymond M. Roberts

Address: 185 North Street

Wallingford, CT 06942

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

SEE ADDENDUM FOR CONTINUATION

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

14. Peter M. DeCarlo, Secretary
(Typed or printed name and capacity of person signing application)

ADDENDUM

Vice President: Peter Burns

Address: 2 Prospect St.
Ansonia, CT 06401

Vice President: William Jacques

Address: Judson Ct.
Chester, CT 06410

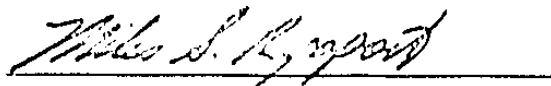
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SECRETARY OF STATE
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Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

DECARLO & DOLL, INC.

Incorporated under the laws of Connecticut is in existence and in
good standing.



Secretary of the State

Date Issued: July 17, 1995

FILED
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DIVISION OF
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