F95000005495

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip) (Phone #)

OFFICE USE ONLY

800001634028
-11/13/95--01040--002
****175.00 ****175.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TDC Inc.
(Corporation Name) (Document #)

2. ____________________
(Corporation Name) (Document #)

3. ____________________
(Corporation Name) (Document #)

4. ____________________
(Corporation Name) (Document #)

[X] Walk in [X] Pick up time ______ 2 [X] Certified Copy

[ ] Mail out [ ] Will wait [ ] Photocopy [ ] Certificate of Status

	NEW FILINGS
[ ]	Profit
[ ]	NonProfit
[ ]	Limited Liability
[ ]	Domestication
[ ]	Other

	AMENDMENTS
[ ]	Amendment
[ ]	Resignation of R.A., Officer/Director
[ ]	Change of Registered Agent
[ ]	Dissolution/Withdrawal
[ ]	Merger

	OTHER FILINGS
[ ]	Annual Report
[ ]	Fictitious Name
[ ]	Name Reservation

	REGISTRATION/ QUALIFICATION
[X]	Foreign
[ ]	Limited Partnership
[ ]	Reinstatement
[ ]	Trademark
[ ]	Other

Examiner's Initials ______

CR2E031(10/92)

FOX & HORAN

ONE BROADWAY

NEW YORK, NEW YORK 10004

[illegible]
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TELEPHONE (212) 480-4800
TELECOPIERS (212) 269-2383
(212) 709-0248

November 1, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: TDC, Inc.: Qualification to Transact Business in Florida

Ladies and Gentlemen:

Enclosed is an application by the above-referenced corporation for authorization to transact business in Florida and a certificate executed in my capacity as Secretary of TDC, Inc. attaching a resolution of the Board of Directors. As many of the Corporation's directors reside in France, this resolution was adopted by the Board in 1992 to allow the Corporation's officers to take all requisite action to qualify the Corporation to do business wherever and whenever necessary.

As we have been advised that there may be a conflict with the use of its name in Florida, the enclosed application provides that TDC, Inc. may do business in Florida under the name TDC Electronics, Inc. Although we understand that a more specific resolution is usually provided when a corporation involuntarily assumes a fictitious name, we ask that in light of the above, the enclosed resolution and Secretary's Certificate be accepted instead.

Very truly yours,

Edward C. Marschner

Enclosures

TDC, INC.

CERTIFICATE OF THE SECRETARY

I, Edward C. Marschner, in my capacity as the Secretary of TDC, Inc., a Delaware corporation (the "Corporation"), under the authority of a resolution duly adopted as of November 20, 1992 by the Board of Directors of the Corporation by unanimous consent in lieu of a meeting of said Board, which resolution has not been modified or rescinded and remains in full force and effect, have executed and delivered on behalf of the Corporation an Application by Foreign Corporation for Authorization to Transact Business in Florida under the name of TDC Electronics, Inc. A true copy of said resolution is annexed hereto.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Corporation, on this 1st day of November, 1995.

Edward C. Marschner, Secretary

[SEAL]

RESOLVED, that the actions of the officers of the Corporation in executing and delivering in the name and on behalf of the Corporation, applications for authority to do business in the states of New York, New Jersey and Indiana and in the Commonwealth of Puerto Rico, be and they are hereby in all respects approved, ratified and confirmed, and that the appropriate officers of the Corporation be and they are hereby authorized, in the name and on behalf of the Corporation, from time to time to execute and deliver further applications for authority to do business in each such state, foreign country and other jurisdiction as to such officers may appear in the interests of the Corporation and in such connection to execute and deliver all such agreements, instruments and other documents and to take all such act: ns as to any of them may appear appropriate.

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 name of the corporation:** TDC, Inc., also doing business under the name TDC Electronics, Inc.

2. **The state or country under which it is incorporated:** Delaware

3. **Date of incorporation:** September 13, 1979

4. **Duration:** perpetual

5. **Federal employer identification number:** 13-3014754

6. **Date first transacted business in Florida:** After qualification (estimated date: 1996)

7. **Current mailing address:** 111 Mineola Avenue, Roslyn Heights, New York 11577

8. **Brief description of nature of the business in which it is engaged in the state of Florida:** Toll collection and other transportation electronics systems

9. **Names and addresses of officers and/or directors:**

A. Directors

Jean-Georges Etter
Compagnie des Signaux
37-39, rue de Surène
75008 Paris
FRANCE

Philippe Girardot
CS Route
8, avenue du 1er mai
91124 Palaiseau CEDEX
FRANCE

Henri Juin
CS Télécom
11, rue de Cambrai
75945 Paris 19
FRANCE

Jean Larrang
CS Route
8, avenue du 1er mai
91124 Palaiseau CEDEX
FRANCE

Francois Malbrunot
CS Route
8, avenue du 1er mai
91124 Palaiseau CEDEX
FRANCE

B. Officers

Jean Larrang
Title: Chairman of the Board
Address: same as above

Alexandre Rothschild
Title: President and Treasurer
Address: 111 Mineola Avenue
Roslyn Heights, N.Y. 11577

Edward C. Marschner
Title: Secretary
Address: One Broadway
New York, N.Y. 10004

10. Name and address of Florida Registered Agent:

Name: National Corporate Research, Ltd., Inc.
Address: 1406 Hays Street, Suite #2, Tallahassee, Florida 32301

11. 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: ______________________

Joseph Miranda
Asst. V.P.

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. **Officer's Signature:** ______________________

Edward C. Marschner, Secretary

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TDC, 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 TWENTY-THIRD DAY OF OCTOBER, A.D. 1995.

Edward J. Freel, Secretary of State

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950243413

AUTHENTICATION: 7683822

DATE: 10-23-95