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KATHLEEN S. PARTOVI
LEGAL ASSISTANT
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December 20, 1995

VIA FEDERAL EXPRESS

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

100001668151
-12/21/95--01083--002
*****70.00

Re: RCS NewCo, Inc.

Dear Sir or Madam:

Enclosed please find the following which are submitted to register the above referenced foreign corporation to transact business in Florida:

1. Application for Foreign Corporation for Authorization to Transact Business in Florida.
2. Certificate of Good Standing from Delaware.
3. Check for \$70.00 registration fee, payable to Florida Department of State.

Please return all correspondence concerning this matter to the undersigned at the above address. If you have any questions, please do not hesitate to call me at (203) 240-6116.

Very truly yours,

Kathleen S. Partovi

Kathleen S. Partovi
Legal Assistant

Enclosures

95/12/22
95 DEC 22 AM 11:01
FILED
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. RCS NewCo, 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. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 10/23/95
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 12/29/95
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. One Springborn Center
Enfield, CT 06082
(Current mailing address)
8. Laboratory testing services
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

Gary Scoppini Special Asst Sec.
(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: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Frederick G. Crocker, Jr.

Address: Springborn Laboratories

Springborn Center, Enfield, CT 06082

Director: _____

Address: _____

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

President: Frederick G. Crocker, Jr.

Address: Springborn Laboratories

One Springborn Center, Enfield, CT 06082

Vice President: _____

Address: _____

Secretary: Kristina B. Panciera

Address: Springborn Laboratories

One Springborn Center, Enfield, CT 06082

Treasurer: Kristina B. Panciera

Address: Springborn Laboratories, One Springborn Center, Enfield, CT 06082

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

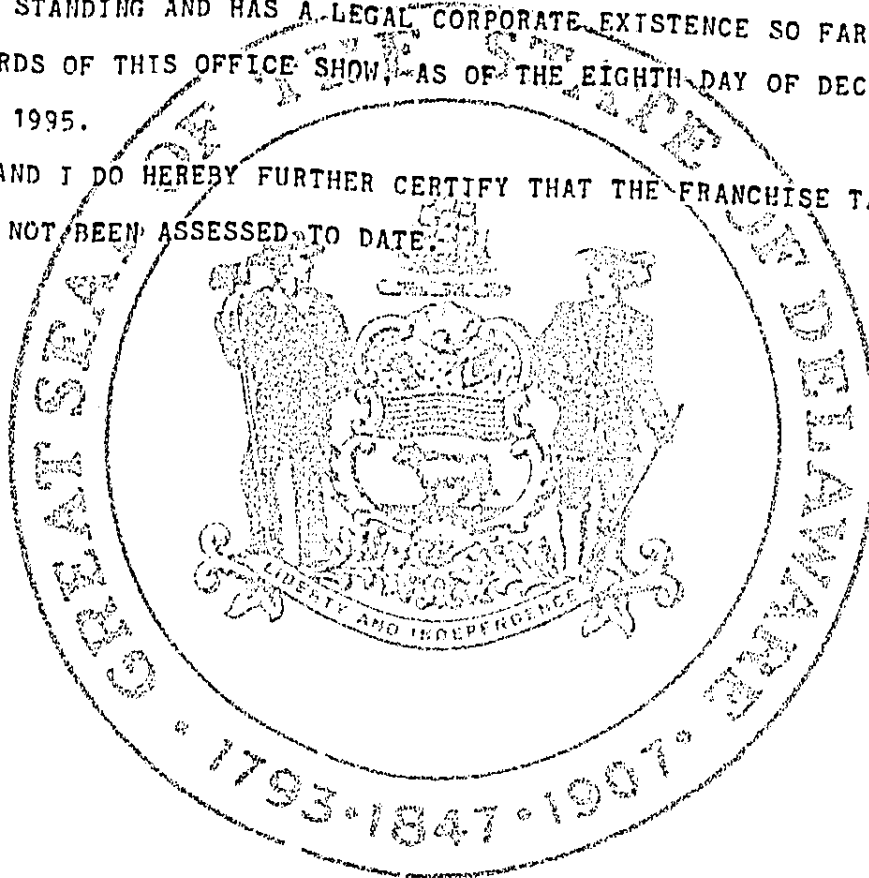
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Frederick G. Crocker, Jr.
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RCS NEWCO, 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 EIGHTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 22 AM 11:01



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7741700

DATE: 12-08-95