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CSC networks
PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

ACCOUNT NO. : 072100000032

REFERENCE : 830862 82150A

AUTHORIZATION : *Patricia Pyatt*

COST LIMIT : \$ 122.50

ORDER DATE : February 2, 1996

700001706357

ORDER TIME : 10:14 AM

ORDER NO. : 830862

CUSTOMER NO: 82150A

CUSTOMER: Ms. Jean M. Sherrett
X1 Corporate Services
62 White Street

New York, NY 10022

FOREIGN FILINGS

NAME: BNY TAMPA, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

RECEIVED
96 FEB -5 AM 11:09
DIVISION OF CORPORATION

LL
FILED
96 FEB -5 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. BNY TAMPA, INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. The State of New York.

(State or country under the law of which it is incorporated)

3. October 20th, 1995

(Date of Incorporation)

4. Perpetual.

(Duration)

5. Applied For

(Federal Employer Identification number, if applicable)

6. Upon qualification

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 470 Mamaroneck Avenue, White Plains, New York 10605

(Current mailing address)

8. To own and operate a Tavern and Restaurant business.

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert Pedlow

Address: c/o Sullivan, Damen & Rosenblatt

470 Mamaroneck Avenue, White Plains, NY 10605

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. Officers:

President: Robert Pedlow

Address: c/o Sullivan, Damon & Rosenblatt
470 Mamaroneck Avenue, White Plains, NY 10605

Vice President: _____

Address: _____

Secretary: Robert Pedlow

Address: c/o Sullivan, Damon & Rosenblatt
470 Mamaroneck Avenue, White Plains, NY 10605

Treasurer: Robert Pedlow

Address: c/o Sullivan, Damon & Rosenblatt
470 Mamaroneck Avenue, White Plains, NY 10605

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: XL CORPORATE SERVICES, INC.

Office Address: 4435 Old Winter Garden Road

Orlando

, Florida

32802

Zip Code

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: _____

Marc D. Moel, Asst. Secretary

For: XL CORPORATE SERVICES, INC. its agent

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, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. R. M. Moel

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Robert Pedlow, President

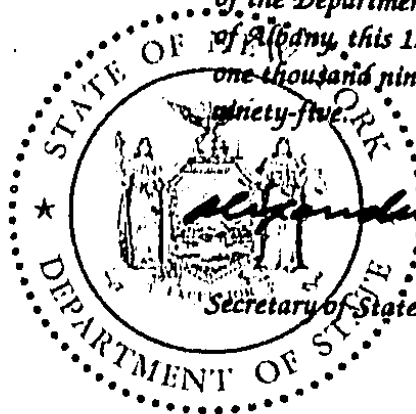
(Name and capacity of person signing application)

State of New York
Department of State ss:

I hereby certify, that the certificate of incorporation of BNY TAMPA, INC. was filed on 10/20/1995, 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.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 12th day of December
one thousand nine hundred and



Alexander F. Treadwell

Secretary of State

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96 FEB -5 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED