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INTERNATIONAL POST LEASING
H000-142-H0006

F960000001338
network
INTERNET
TELEPHONE
SERVICES

ACCOUNT NO. 1 0271000000032

REFERENCE 1 872334 4302173

AUTHORIZATION 1 *Ed. Garcia, 1/2/96*

COST LIMIT 1 \$ 100.00

ORDER DATE 1 March 11, 1996

ORDER TIME 1 10126 AM

ORDER NO. 1 872334

800000174334R

CUSTOMER NO. 4302173

0091-0597

CUSTOMER: Maria Gattuso, Esq
Shoroff Friedman Hoffman &
919 Third Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: INTERNATIONAL POST LEASING
LIMITED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

FILED
SECRETARY OF STATE
DIVISION OF REGISTRATIONS
95 MAR 14 AM 10:40



Resub
3/15/96

5500 IS 10 000
FLORIDA DEPARTMENT OF STATE
Bandra B. Mortham
Secretary of State

March 14, 1996

Please give original file date.
Thx!

CSC NETWORKS

SUBJECT: INTERNATIONAL POST LEASING LIMITED
Ref. Number: W96000005598

We have received your document(s) in this office, however, the document is being returned for the following:

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 396A00011498

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. INTERNATIONAL POST MARKING CORPORATION

(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. 13-3872332
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 13, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. The date of filing of this Application
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 345 Fifth Avenue
New York, NY 10017
(Current mailing address)

8. The leasing of video equipment
(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.

By: Deborah Culbert
(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:

A. DIRECTORS

Chairman: see attached rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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.

Jeffrey J. Kaplan, Executive Vice President, Chief Financial Officer

(Typed or printed name and capacity of person signing application)

**OFFICERS & DIRECTORS
of
INTERNATIONAL POST LEASING LIMITED**

Name	Title	Address
Martin Irwin	President Director	International Post Leasing Limited 545 Fifth Avenue New York, NY 10017
Jeffrey L. Kaplan	Executive Vice President Chief Financial Officer Director	International Post Leasing Limited 545 Fifth Avenue New York, NY 10017
Gary R. Strack	Vice President Secretary Treasurer Director	International Post Leasing Limited 545 Fifth Avenue New York, NY 10017

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL POST LEASING LIMITED" 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 TWELFTH DAY OF MARCH, A.D. 1966.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 14 AM 10:40



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION

DATE

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03-12-66