

F960000024/3

1201 HAYS STREET

800-342-8086

CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 951722 4300458

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizzit

ORDER DATE : May 13, 1996

ORDER TIME : 11:01 AM

ORDER NO. : 931722

CUSTOMER NO: 4300458

400001820784

CUSTOMER: Lynn Michalson, Legal Asst
Coudert Brothers
1114 Ave. Of The Americas

New York, NY 10036

FOREIGN FILINGS

NAME: FNCI CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
RECEIVED
96 MAY 14 PM 2:07
96 MAY 14 PM 1:02
DIVISION OF CORPORATION

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0303 FAX

800-344-8086



April 23, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 14 PM 2:07

Brian Murphy, Legal Asst
Choate, Hall & Stewart

83 State Street
Exchange Place
Boston, MA 02109

Dear Mr Murphy:

Please refer to the following information regarding
your name reservation:

NAME RESERVATION FILING CONFIRMATION

NAME RESERVED : FMCI CORPORATION

STATE OF RESERVATION : Florida

DATE OF RESERVATION : 04-23-96

LENGTH OF RESERVATION : 120 Days

RESERVATION NUMBER : R96000002048
(if applicable)

Please contact our office if you have any questions.

Very truly yours,

CORPORATION SERVICE COMPANY

LMI/DWL

for Reference

**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. FNCL 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
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. December 23, 1992
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cenna to exist or "perpetual")
6. UPON QUAL
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.150, F.S.)
7. 1013 Centre Road
Wilmington, Delaware 19805
(Current mailing address)
8. To engage in any lawful act or activity for which corporations
may be organized under the general corporation law of the State of
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) Delaware.

9. Name and street address of Florida registered agent:

Name: THE PRENTICE-HALL CORPORATION SYSTEM, INC.

Office Address: 1201 HAYS STREET

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.

By: 

(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:

A. DIRECTORS

Chairman: Ian L. M. Thomas
Address: 500 Plaza Drive
Secaucus, New Jersey 07094
Vice Chairman: _____
Address: _____
Director: Henry Z. Horbaczewski
Address: 275 Washington Street
Newton, Massachusetts 02158-1630
Director: I. Malcolm Highet
Address: 500 Plaza Drive
Secaucus, New Jersey 07094

B. OFFICERS

President: Ian L.M. Thomas
Address: 500 Plaza Drive
Secaucus, New Jersey 07094
Vice President: I. Malcolm Highet
Address: 500 Plaza Drive
Secaucus, New Jersey 07094
Secretary: Henry Z. Horbaczewski
Address: 275 Washington Street
Newton, Massachusetts 02158-1630
Treasurer: Charles Fontaine
Address: 275 Washington Street
Newton, Massachusetts 02158-1630

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

13.

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

14.

I. M. HIGHET VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

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 "FMCI CORPORATION" 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 THIRTEENTH DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 14 PM 2:07



Edward J. Freel

Edward J. Freel, Secretary of State

2320129 8300

960138376

AUTHENTICATION: 7943931

DATE: 05-13-96