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TALLAHASSEE, FL 32301-2607
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F96000002509

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ACCOUNT NO : 012100 0032

REFERENCE 956032 5011179

AUTHORIZATION

Patricia Pizzini

COST LIMIT : \$ 122.50

ORDER DATE : May 16, 1996

ORDER TIME : 9:03 AM

ORDER NO. : 956032

100001890141

CUSTOMER NO: 5011179

CUSTOMER: Ms. Jean M. Sherett
X1 Corporate & Research
194 Washington Avenue

Albany, NY 12210

FOREIGN FILINGS

NAME: ATC INSYS TECHNOLOGY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 20 PM 12:34

5/20

DIVISION OF CORPORATION

96 MAY 20 AM 9:39

FILED

RECEIVED

**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. ATC InSys Technology, 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. State of Delaware
(State or country under the law of which it is incorporated)
3. May 13, 1996 4. Perpetual
(Date of Incorporation) (Duration)
5. 13-3889249
(Federal Employer Identification number, if applicable)
6. Not Applicable
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 32 Loockerman Square, Suite 200, Dover, Delaware 19901
(Current mailing address)
8. To provide information systems consulting services.
(Brief description of the nature of the business in which it is engaged in the state or states)
9. Names and addresses of officers and or directors:
 - A. Directors:
Chairman: Morry Rubin
Address: c/o ATC ENVIRONMENTAL, INC.
104 East 25th Street, New York, NY 10010
 - Vice Chairman: _____
Address: _____
 - Director: _____
Address: _____
 - Director: _____
Address: _____

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TALLAHASSEE, FLORIDA

B. Officers:

President: John J. Goodwin
Address: c/o ATC ENVIRONMENTAL, INC.
104 East 25th Street, New York, N.Y. 10010

Vice President: _____
Address: _____

Secretary: John J. Smith
Address: c/o ATC ENVIRONMENTAL, INC.
104 East 25th Street, New York, N.Y. 10010

Treasurer: Wayne Crosby
Address: 1515 East 10th Street
Sioux Falls, South Dakota 57101

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TALLAHASSEE, FLORIDA

(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: _____

By: Marc Hoelt, Asst. Secretary
For: XL CORPORATE SERVICES, INC.

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.

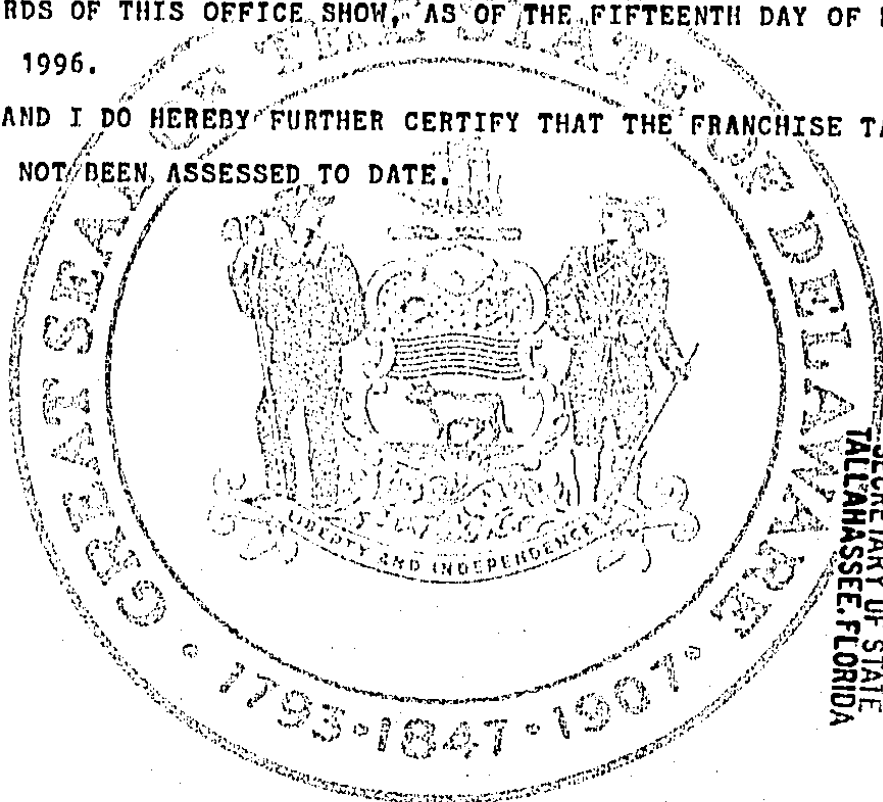
13. _____
(Signature of ~~Chairman, Vice Chairman, or any~~ officer listed in number 9 of the application)
President

14. John J. Goodwin, President
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATC INSYS TECHNOLOGY 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 FIFTEENTH DAY OF MAY, A.D. 1996.

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



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 20 PM 12:34

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

7946941

05-15-96