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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-07/16/96--01154--018
*****70.00 *****70.00

SUBJECT: ABCEL Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Barbara Blake, President
(Name of Person)

ABCEL Corporation
(Firm/Company)

P.O. Box 472
(Address)

Holmdel, N.J. 07733
(City, State and Zip Code)

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Should you need to call someone concerning this matter, please call:

Barbara Blake at (908) 739-3410
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. ABCBI 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. 11-2614708
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 6, 1982 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or perpetual)

6. has not conducted business in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 4400 PGA Blvd. - Suite 700
Palm Beach Gardens, FL 33410
(Current mailing address)

8. Manufacturing and sale of environmental processes
(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:**

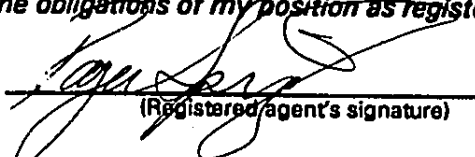
Name: CEO Corporate Services

Office Address: 4400 PGA Boulevard - Suite 700

Palm Beach Gardens, Florida, 33410
(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.


(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: Barbara Blake
Address: 4 Walnut Hollow Lane
Holmdel, N.J. 07733

Vice Chairman: Alexander Blake
Address: 4 Walnut Hollow Lane
Holmdel, N.J. 07733

Director: Dr. William J. Lucy
Address: 9114 Cherry Tree Drive
Alexandria, VA 22309

Director: _____
Address: _____

B. OFFICERS

President: Barbara Blake
Address: 4 Walnut Hollow Lane
Holmdel, N.J. 07733

Vice President: Alexander Blake
Address: 4 Walnut Hollow Lane
Holmdel, N.J. 07733

Secretary: Alexander Blake
Address: 4 Walnut Hollow Lane
Holmdel, N.J. 07733

Treasurer: Barbara Blake
Address: 4 Walnut Hollow Lane
Holmdel, N.J. 07733

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

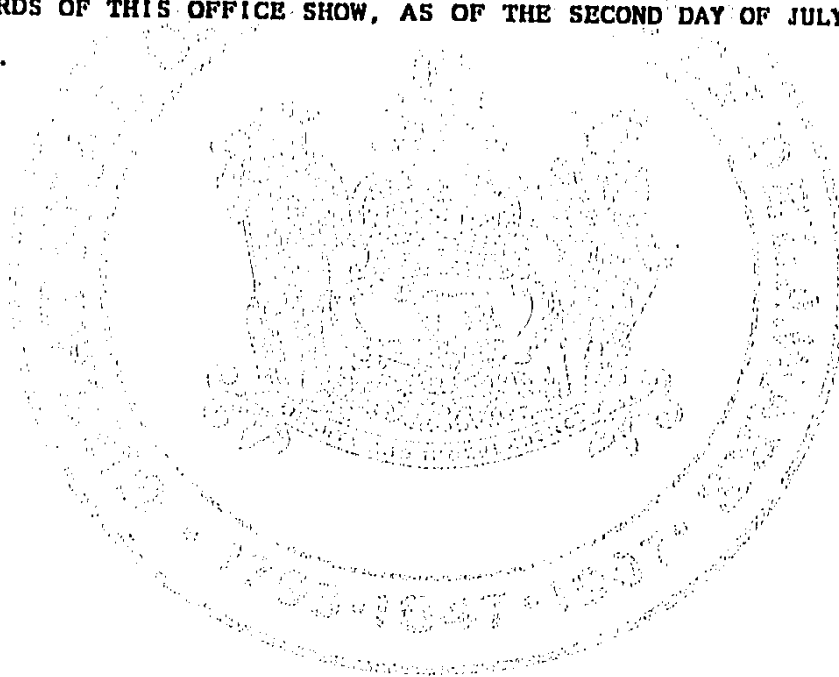
13. Barbara Blake
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Barbara Blake, 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 "ABCEL 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 SECOND DAY OF JULY, A.D. 1996.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8012869

DATE:

07-02-96