

F9600003743

100 HAYS STREET
BOSTON, MASS. 02110
904-222-0071
904-222-0303 FAX



ACCOUNT NO. : 072100000032
REFERENCE : 024248 8316A
AUTHORIZATION : *Patricia Pizzuto*
COST LIMIT : \$ 70.00

ORDER DATE : July 18, 1996
ORDER TIME : 11:36 AM
ORDER NO. : 024248
CUSTOMER NO: 8316A

000001802870

CUSTOMER: Mr. Robert Calabro
Chi Financial Services, Inc.
177 Crossways Park Drive
Woodbury, NY 11797

FOREIGN FILINGS

NAME: PROGRAMMING ENTERPRISES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Michael E. Klunk

696-15400
96 JUL 23 AM 11:47
96 JUL 23 PM 1:14
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
RECEIVED
mtm
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 23, 1996

OSC NETWORKS

RESUBMIT

SUBJECT: PROGRAMMING ENTERPRISES, INC.
Ref. Number: W96000015400

Please give original
submission date as file date.

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

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 696A00035487

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 23 AM 11:47

RECEIVED
96 JUL 24 AM 10:11
DIVISION OF CORPORATIONS

**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. Programming Enterprises, Inc.
(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. State of California 3. 95-3280945
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 22, 1978 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 6053 Bristol Parkway
Culver City, CA 90230-6627
(Current mailing address)

8. To place temporary computer programmers and engineers to work at client's
site with an average assignment of 3-6 months.
(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: CORPORATION SERVICE COMPANY

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.

CORPORATION SERVICE COMPANY

By: Carol K. Dole
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 23 - 4 47

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Walter Macauley

Address: 177 Crossways Park Drive

Woodbury, NY 11797

Vice Chairman: Michael Druckman

Address: 177 Crossways Park Drive

Woodbury, NY 11797

Director: Mike Reinecke

Address: 177 Crossways Park Drive

Woodbury, NY 11797

Director: _____

Address: _____

B. OFFICERS

President: Bruce Flaxman

Address: 6053 Bristol Parkway

Culver City, CA 90230-6627

Vice President: Michael Druckman

Address: 177 Crossways Park Drive

Woodbury, NY 11797

Secretary: Mike Reinecke

Address: 177 Crossways Park Drive

Woodbury, NY 11797


Treasurer: Michael Druckman

Address: 177 Crossways Park Drive

Woodbury, NY 11797

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

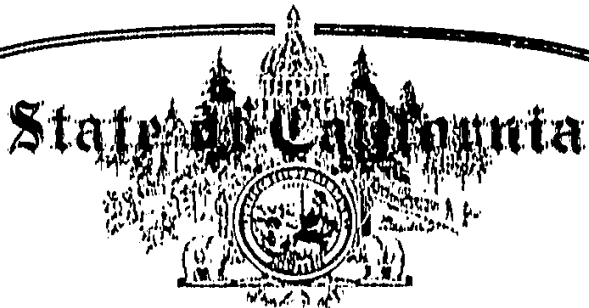
13.


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

14. President

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 23 AM 11:47



SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 22nd day of August, 19 79

PROGRAMMING ENTERPRISES, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

July 19, 1996



Bill Jones

Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 23 AM 11:47