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ACCOUNT NO. : 072100000032

REFERENCE : 058875 4364650

AUTHORIZATION :

COST LIMIT : \$ 70.00 *Patricia P. P.*

ORDER DATE : August 20, 1996

ORDER TIME : 10:34 AM

ORDER NO. : 058875

CUSTOMER NO: 4364650

CUSTOMER: Mr. Lawrence Wald
Wald & Wald Accounting
1 Penn Plaza, Suite 4307

New York, NY 10119

FILED
56 AUG 23 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300001880508

W96-17766

FOREIGN FILINGS

NAME: CITA AMERICAS 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: Karen B. Rozar

sf 8/26
RECEIVED
96 AUG 23 AM 10:54
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 AUG 26 AM 8:22
DIVISION OF CORPORATIONS

August 23, 1996

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: CITA AMERICAS INC.
Ref. Number: W96000017766

We have received your document for CITA AMERICAS INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 796A00040129

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. CITA AMERICAS 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. Delaware

(State or country under the law of which it is incorporated)

3. 13-3889860

(FEI number, if applicable)

4. May 14, 1996

(Date of incorporation)

5. Perpetual

(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. 1201 Hays Street

Tallahassee, Florida 32301

(Current mailing address)

8. The purposes for which the Corporation is organized are to engage in any lawful business for which corporations may be org

(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,

FILED
96 AUG 23 4:03
SECRETARY OF
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: Karen B. Rozar

(Registered agent's signature)

Karen B. Rozar, as its agent

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: Jacob Gersobony

Address: 3 Ha'Agas Street

Caesarea 30600 Israel

Vice Chairman: _____

Address: _____

Director: David Yershalmi

Address: One Penn Plaza, New York, NY 10119

Director: Lawrence I. Wald

Address: 54 Richfield Street, Plainview, NY 11803

B. OFFICERS

President: David Yershalmi

Address: One Penn Plaza, New York, NY 10119

Vice President: Lawrence I. Wald

Address: 54 Richdfield Street, Plainview, NY 11803

Secretary: David Yershalmi

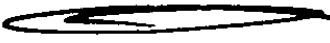
Address: One Penn Plaza, New York, NY 10119

Treasurer: Lawrence I. Wald

Address: 54 Richfield Street, Plainview, NY 11803

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. David Yershalmi President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CITA AMERICAS 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 TWENTY-FIRST DAY OF AUGUST, A.D. 1996.

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

FILED
96 AUG 23 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2623417 8300

960243843

AUTHENTICATION:

8075538

DATE:

08-21-96