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CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 079469 4339941

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 70.00

ORDER DATE : September 9, 1996

ORDER TIME : 11:36 AM

ORDER NO. : 079469

CUSTOMER NO: 4339941

600001945956

CUSTOMER: Robert M. Boyar, Esq
Boyar, Higgins & Suozzo
10 Park Place

Morristown, NJ 07960

FOREIGN FILINGS

NAME: INTERNAL AUDIT BUREAU, 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: Deborah Schroder

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DIVISION OF CORPORATIONS
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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. INTERNAL AUDIT BUREAU, 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. New Jersey 3. 22-2573963
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 31, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. August 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.166, F.S.))
7. c/o Boyar, Higgins & Suozzo, P.A.
10 Park Place, Suite 415, Morristown, NJ 07960
(Current mailing address)
8. To assist clients in collecting unauthorized chargeback
from their customers.
(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.

By: Zulema M. Haverth - Asst V.P.
(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.

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

A. DIRECTORS

Chairman: Sheila Pekar

Address: R D #6, Box 416

LAKE ARIZ, PA 18436

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Kenneth Green

Address: 8 Hillcrest Circle

HONESDALE, PA 18431

Vice President: _____

Address: _____

Secretary: Walter Pekar

Address: R.D #6, Box 416

LAKE ARIZ, PA 18436

Treasurer: _____

Address: _____

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

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

14. Kenneth Green, President
(Typed or printed name and capacity of person signing application)

IN RE: ROYAL HIGGINS HAYDEN

FOR THE YEAR ENDING 1995

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER/AUTHORITY OF THE ABOVE NAMED BUSINESS WAS FILED IN THIS OFFICE ON JULY 1, 1995.

I FURTHER CERTIFY THAT AS FAR AS THE RECORDS OF THIS OFFICE, SAID BUSINESS HAS NOT BEEN DISSOLVED, CANCELLED OR WITHDRAWN, NOR HAS ITS CHARTER/AUTHORITY BEEN VOIDED/REVOKED FOR NON-FOURTEEN (14) DAY STATE BY EXPIRATION. IT NOW CONTINUES TO MAINTAIN ACTIVE STATUS WITH THE STATE OF NEW JERSEY. AT THE TIME OF THE EXCHANGE OF THIS CERTIFICATE, ANNUAL REPORTS ARE OUTSTANDING FOR 95.

I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE IS

10 PARK PLACE

AND ROYAL HIGGINS HAYDEN

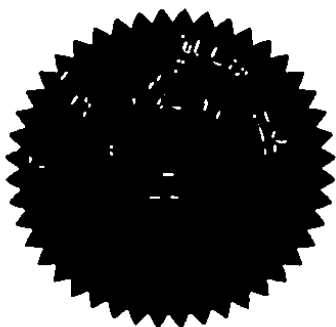
MORRISTOWN

NT 07960

AND THE REGISTERED AGENT IS ROBERT M. ROYAK, ESQ.

SEP. 10, 1996

Donna R. Hooker



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