

F9600005411



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 112899 7115771

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 70.00

ORDER DATE : October 8, 1996

ORDER TIME : 12:02 PM

ORDER NO. : 112899

CUSTOMER NO: 7115771

100001968111

CUSTOMER: Mr. Evan Steinman
Mr. Evan Steinman
22325 Sw 66th Avenue
Apartment 2411
Boca Raton, FL 33428

FOREIGN FILINGS

NAME: IMS CO., 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: Lori R. Dunlap

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 18 AM 9:51
12/2/96

RECEIVED
96 OCT -8 PM 1:30
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 8, 1996

CSC-LORI DUNLAP

SUBJECT: IMS CO., INC.
Ref. Number: W96000021254

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

Please correct the corporate name in section 1 to "IMS CO., INC.", as it is organized in New York.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 896A00045838

10/09/96

16157

CSC/PHL&FS 904 222 0393

003

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned EVAN Steinman, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

TMS CO. INC
(Corporate Name)

a corporation duly organized and existing under the laws of the State of New York


was duly adopted on 10-15, 1996

Be it resolved, that TMS CO. INC
(Corporate Name)

organized and existing in the State of New York, hereby adopts the name

TMS CO. of New York Inc. for use in Florida.

Dated: 10-15-96


Signature of either Chairman, Vice Chairman or any officer

EVAN Steinman
Type or print name

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DIVISION OF CORPORATIONS
96 OCT 18 AM 9:51

**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. TMS CO. 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. NY
(State or country under the law of which it is incorporated)
3. 11-3210206
(FEI number, if applicable)
4. 5-2-94
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. filings
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 22325 SW 60th AVE - APT-2411
Boca Raton FL 33428
(Current mailing address)
8. To do business in Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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96 OCT 18 AM 9:

9. Name and street address of Florida registered agent:Name: Corporation Service CompanyOffice Address: 1201 Hays StreetTallahasseeFlorida, 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

Laura R. Dunlap

(Registered agent's signature)

Its agent, Laura R. Dunlap

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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Irwin Silbowitz
Address: 274 MADISON AVE Suite 1305
New York, NY 10017

Vice President: ALAN MELTZER
Address: 33297 SW 66th AVE APT. 707
Boca Raton, FL 33428

Secretary: EVAN Steinman
Address: 22325 SW 66th AVE - APT 2411
Boca Raton, FL 33428

Treasurer: FRAN MELTZER
Address: 33297 SW 66th AVE APT. 707
Boca Raton, FL 33428

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)

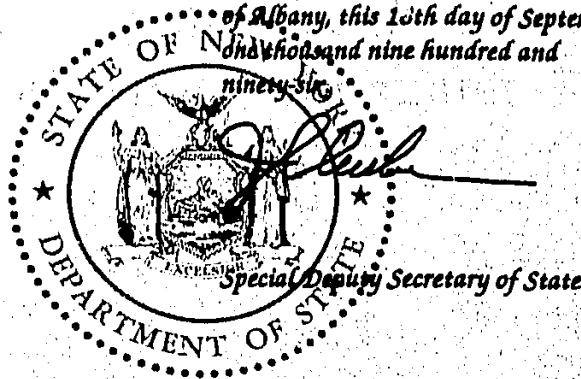
14. EVAN Steinman Secretary
(Typed or printed name and capacity of person signing application)

State of New York
Department of State | **ss:**

I hereby certify, that the certificate of incorporation of **INS CO., INC.** was filed on 05/02/1994, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Corporation Biennial Statement is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 10th day of September
nineteen hundred and ninety six



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