

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

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F96000005814

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 143498 4802796

AUTHORIZATION : *Patricia Pyjute*

COST LIMIT : \$ 70.00

ORDER DATE : November 4, 1996

ORDER TIME : 10:06 AM

ORDER NO. : 143498-005

CUSTOMER NO: 4802796

CUSTOMER: Ivan Blumenthal, Esq
Feder Kaszovitz Isaacson Weber
750 Lexington Avenue
International Plaza
New York, NY 10022-1200

900001997679--5
W96-23567

FOREIGN FILINGS

NAME: QUINTEL PSYCHIC ZONE, 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -6 AM 10:28
DIVISION OF CORPORATION

22
11/7



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1996

CSC NETWORKS

SUBJECT: QUINTEL PSYCHIC ZONE, INC.
Ref. Number: W96000023567

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 196A00050944

RESUBMIT

Please give original
submission date as file date.

**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. Quintel Psychic Zone, 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 3. _____
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. October 23, 1996 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 617.155, F.S.))
7. One Blue Hill Plaza
Pearl River, NY 10965
(Current mailing address)
8. To engage in any and all lawful business activity in Florida
(Purpose 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: [Signature]
(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: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Raymond J. Richter, CFO and Treasurer
(Typed or printed name and capacity of person signing application)

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Response to Item 12 of
Application By Foreign Corporation
For Authorization to Transact Business in Florida

12. The name and address of the current directors and officers of the corporation are:

Jeffrey L. Schwartz
One Blue Hill Plaza
Pearl River, NY 10965

Chairman and Chief Executive
Officer

Jay Greenwald
One Blue Hill Plaza
Pearl River, NY 10965

Director, President and
Chief Operating Officer

Claudia Newman Hirsch
One Blue Hill Plaza
Pearl River, NY 10965

Director and Executive
Vice President

Andrew Stollman
One Blue Hill Plaza
Pearl River, NY 10965

Director, Senior Vice
President and Secretary

Michael G. Miller
One Blue Hill Plaza
Pearl River, NY 10965

Director

Raymond J. Richter
One Blue Hill Plaza
Pearl River, NY 10965

Chief Financial Officer
and Treasurer

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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 "QUINTEL PSYCHIC ZONE, 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 FIFTH DAY OF NOVEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QUINTEL PSYCHIC ZONE, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -5 AM 10:29



Edward J. Freel

Edward J. Freel, Secretary of State

2676172 8300

960321735

AUTHENTICATION:

8178057

DATE:

11-05-96