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F96
CSC networks
PRESTIGE
LEGAL & FINANCIAL

ACCOUNT NO. : 072100000032

REFERENCE : 196707 4321942

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : December 20, 1996

ORDER TIME : 10:06 AM

ORDER NO. : 196707-005

CUSTOMER NO: 4321942

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-12/20/96--01011--024
***122.50 ***122.50

CUSTOMER: Peggy Marinelli, Legal Asst
Cohen Berke Bernstein Brodie
19th Floor
2601 South Bayshore Drive
Miami, FL 33133

FOREIGN FILINGS

NAME: HERLING APPLIED TECHNOLOGIES
(U.S.), INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

RECEIVED
96 DEC 20 AM 10:32
DIVISION OF CORPORATION
FILED
96 DEC 20 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 807.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. HERLING APPLIED TECHNOLOGIES (U.S.), INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. JUNE 24, 1996 4. Perpetual
(Date of incorporation) (Duration)

5. 13-3898663
(Federal Employer Identification number, if applicable)

6. Date of filing this application.
(Date first transacted business in Florida. See sections 807.1501, 807.1502, and 817.155, F.S.)

7. 20 East 63rd Street, New York, N.Y. 10021.
(Current mailing address)

8. Product Development Company.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: ERWIN HERLING
Address: 20 East 63rd Street
New York, N.Y. 10021

Vice Chairman: _____
Address: _____

Director: ERWIN HERLING
Address: 20 East 63rd St.
New York, N.Y. 10021

Director: Frank Keenan
Address: 20 East 63rd St.
New York, N.Y. 10021

FILED
96 DEC 20 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. Officers:

President: FRANK KEENAN
Address: 20 East 63rd Street
New York, N.Y. 10021

Vice President: _____
Address: _____

Secretary: RICHARD BERNSTEIN
Address: 2601 So. Bayshore Dr., 19th Fl.
Miami, FL 33133

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: COBER CORPORATE AGENTS, INC.
Office Address: 2601 So. Bayshore Drive, 19th Fl.
Miami, Florida 33133
Zip Code

11. 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.

Registered agent's signature: BY: 
COBER CORPORATE AGENTS, INC.

MICHAEL A. BERKE, VICE PRESIDENT

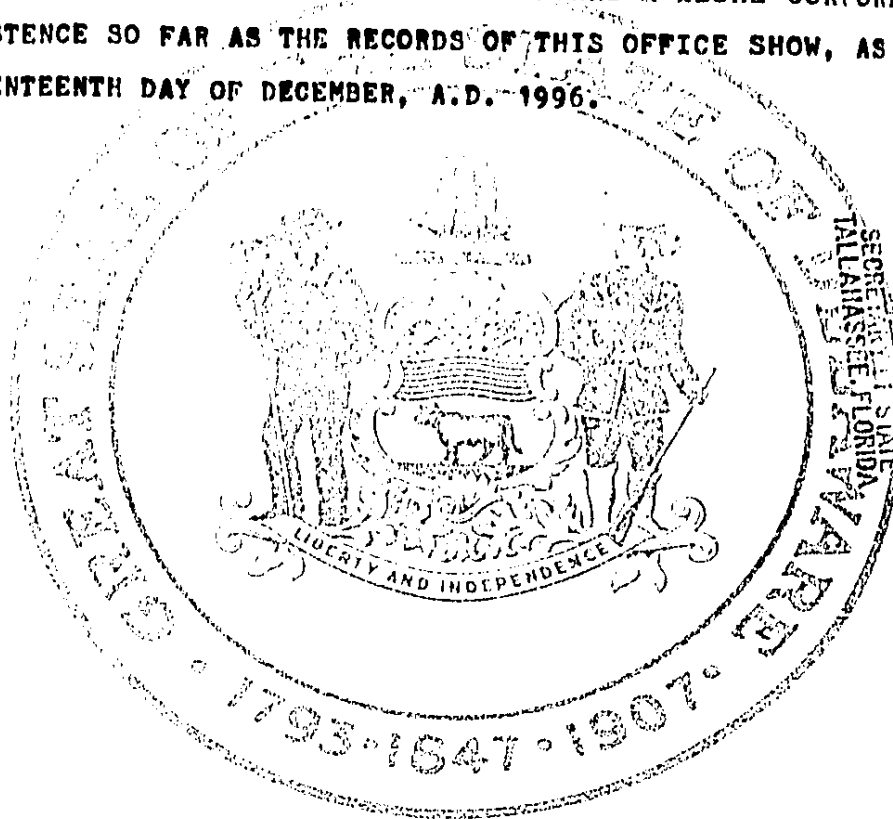
12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. RICHARD N. BERNSTEIN, SECRETARY
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HERLING APPLIED TECHNOLOGIES (U.S.) 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 SEVENTEENTH DAY OF DECEMBER, A.D. 1996.



96 DEC 20 AM 11:24

FILED



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960371555

Edward J. Freel

Edward J. Freel, Secretary of State

8244983

AUTHENTICATION:

DATE:

12-17-96