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THE UNITED STATES
CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 202582 4301893

AUTHORIZATION : Patricia Pignatelli

COST LIMIT : \$ 122.50

ORDER DATE : December 26, 1996

ORDER TIME : 9:24 AM

ORDER NO. : 202582-005

CUSTOMER NO: 4301893

CUSTOMER: Susan Fields, Legal Asst
Reid & Priest L L P
40 West 57th Street

400002029554--8

New York, NY 10019

FOREIGN FILINGS

NAME: BOVIS MANAGEMENT SYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

FILED
96 DEC 27 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 27 AM 10:51
DIVISION OF CORPORATION

**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. BOVIS MANAGEMENT SYSTEMS, 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. 13-3695915
(FEI number, if applicable)
4. December 2, 1992
(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 817.1503, F.S.))
7. 200 Park Avenue
New York, NY 10166
(Current mailing address)
8. Management Services.
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Corporation Service Company
1201 Hays Street
Office Address: _____
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: 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: (Street address **ONLY**- P.O. Box **NOT** acceptable)

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

Chairman: Luther P. Cochrane
Address: 200 Park Avenue
New York, NY 10166

Vice Chairman: _____
Address: _____

Director: Norbert W. Young, Jr.
Address: 200 Park Avenue
New York, NY 10166

Director: John V. Kubilus
Address: New York, NY 10166
New York, NY 10166

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

President: Norbert W. Young, Jr.
Address: 200 Park Avenue
New York, NY 10166

Vice President: John V. Kubilus
Address: 200 Park Avenue
New York, NY 10166

Secretary: Arthur C. Silverman, Esq.
Address: Reid & Priest LLP, 40 West 57th Street
New York, NY 10019

Treasurer: John V. Kubilus
Address: 200 Park Avenue
New York, NY 10166

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

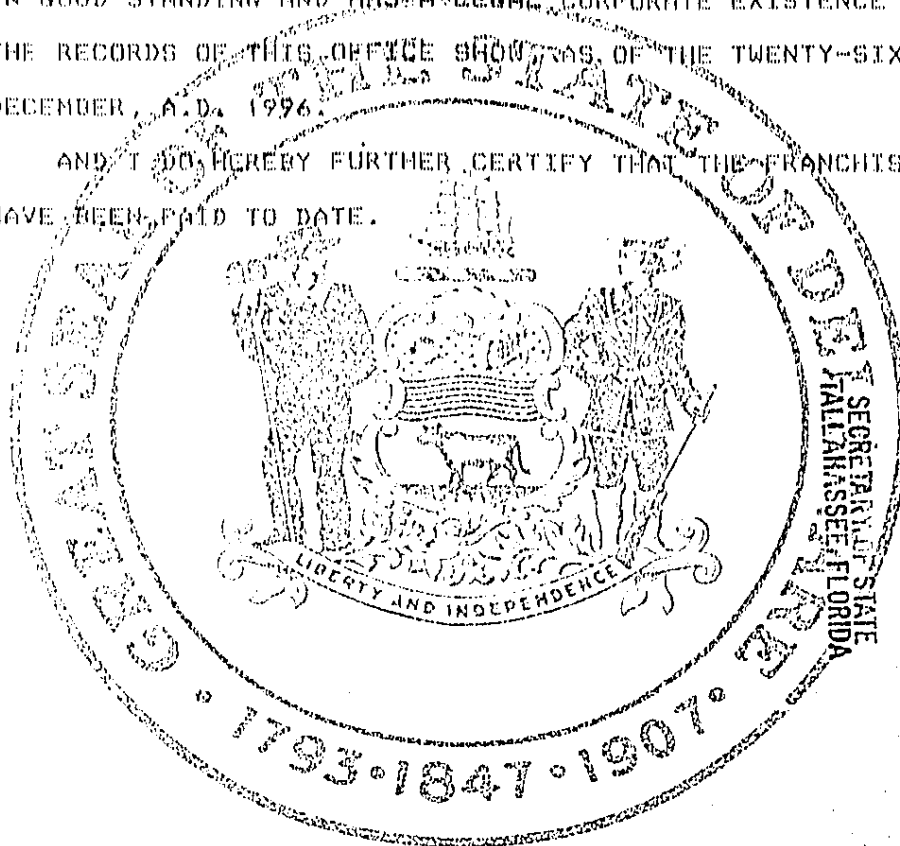
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Arthur C. Silverman, Secretary
(Typed or printed 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 "NOVIS MANAGEMENT SYSTEMS, 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-SIXTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



96 DEC 27 PM 1:43

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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960384711

8261675

AUTHENTICATION:

DATE:

12-26-96