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FLORIDA DIVISION OF CORPORATIONS
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((H97000019281 9)))

TO: DIVISION OF CORPORATIONS FAX #:
(850) 922-4000

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC. ACCT#:
075350000353
CONTACT: CATHY LEACH
PHONE: (212) 431-5000 FAX #:
(212) 431-1441

NAME: CO-COUNSEL, INC.
AUDIT NUMBER.....H97000019281
DOC TYPE.....FOREIGN PROFIT QUALIFICATION
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November 19, 1997

BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.

SUBJECT: CO-COUNSEL, INC.
REF: W97000026159

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name on line one of the application should match the name on the certificate. Also you have completed a non-profit application for a corporation. If the corporation is a non-profit the application is fine but if it's a profit corporation you would need to complete a new application for profit or make the 617.1503 of the statute code on the application 607.1503.

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 (850) 487-6097.

Michael Mays
Document Specialist

FAX Aud. #: H97000019281
Letter Number: 397A00055496

H97000019281

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.

CO-COUNSEL, INC.

1. _____
(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. Texas 3. 76-0248179
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 2, 1988 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing This Application
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Three Riverway-Suite 1140, Houston, TX 77056
(Current mailing address)

8. to engage in any and all legal activities associated with the business of a legal staffing service
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: BlumbergExcelsior Corporate Services, Inc.

Office Address: 4435 Old Winter Garden Road

Orlando, Florida, 32802
(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.



(Registered agent's signature)

Marc Moel, Assistant Secretary

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)

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

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Chairman: SEE ATTACHED RIDER

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED RIDER

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. _____

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

14. _____

Laurin L. Laderoute, Jr., Vice-President

(Typed or printed name and capacity of person signing application)

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RIDER # 1

CO-COUNSEL, INC.
(a Texas Corporation)**BOARD OF DIRECTORS**

Frank N. Liguori

175 Broad Hollow Road
Melville, New York 11747

Richard A. Piske III

175 Broad Hollow Road
Melville, New York 11747

Joseph A. Turano III

Three Riverway
Houston, TX 77056**OFFICERS**

Richard A. Piske III

Chairman

175 Broad Hollow Road
Melville, New York 11747

Joseph A. Turano III

President

Three Riverway
Houston, TX 77056

William P. Costantini

Senior Vice President
and General Counsel175 Broad Hollow Road
Melville, New York 11747

Anthony J. Puglisi

Senior Vice President-
Finance175 Broad Hollow Road
Melville, New York 11747

Laurin L. Laderoute, Jr.

Vice President and
Secretary175 Broad Hollow Road
Melville, New York 11747

John S. Sutjak

Vice President-Finance
and Assistant SecretaryThree Riverway
Houston, TX 77056FILED
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The State of Texas

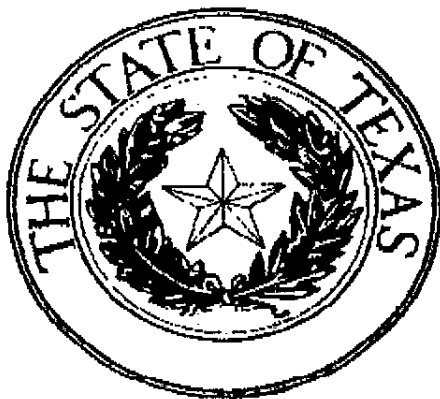
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

CO-COUNSEL, INC.
File No. 1075774-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on November 24, 1997.*



Antonio O. Garza, Jr.
Secretary of State

MAC

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