

F970000006372

**Shen
Milsom
& Wilke, Inc.**

TECHNOLOGY CONSULTANTS IN
TELECOMMUNICATIONS, AUDIOVISUAL & ACOUSTICS

417 Fifth Avenue, New York, NY 10016
(212) 725-6800 Fax (212) 725-0864

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*****70.00 *****70.00

November 11, 1997

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

wa7-25763

**Re: Application by Foreign Corporation for Authorization to Transact
Business in Florida**

We enclose the above-referenced application along with an original Certificate of Existence from the New York Secretary of State office. Also enclosed is a check in the amount of \$70 for registration.

If you require anything further, kindly contact us.

Cordially,

SHEN MILSOM & WILKE, INC.

Linda Miller

Linda S. Miller
Executive Assistant

Encls.

WL12/3
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -3 PM 1:32

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: STEN MILSON & WILKE, INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

LINDA MILLER
(Name of Person)
STEN MILSON & WILKE, INC.
(Firm/Company)
417 FIFTH AVENUE
(Address)
NEW YORK, NY 10016
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

LINDA MILLER at (212) 725-6800
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 14, 1997

LINDA S. MILLER
SHEN MILSOM & WILKE, INC.
417 FIFTH AVENUE
NEW YORK, NY 10016

SUBJECT: SHEN MILSOM & WILKE, INC.
Ref. Number: W97000025763

We have received your document for SHEN MILSOM & WILKE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 097A00054776



TECHNOLOGY CONSULTANTS IN
TELECOMMUNICATIONS, AUDIOVISUAL & ACOUSTICS

417 Fifth Avenue, New York, NY 10016
(212) 725-6800 Fax (212) 725-0864

November 21, 1997

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

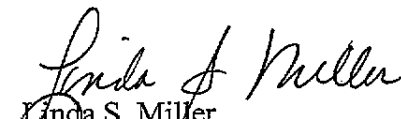
**Re: Application by Foreign Corporation for Authorization to Transact
Business in Florida**

Pursuant to a conversation between our Accountant, Mr. Robert Glatt and someone
in your office, we again enclose our application with the correction on No. 9.

We hope you find this application in good order now.

Cordially,

SHEN MILSOM & WILKE, INC.


Linda S. Miller
Executive Assistant

Encls.

**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.

1. SHEN MILSON & WILKE, INCORPORATED
(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. NEW YORK, USA 3. 13-3314008
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 01/06/86 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. MAY, 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 417 FIFTH AVENUE
NEW YORK, N.Y. 10016
(Current mailing address)
8. TECHNOLOGY CONSULTANTS IN ACOUSTICS, AUDIOVISUAL & TELECOMMUNICATIONS
(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: JEFFREY J. CONLEY
Office Address: 224 DATURA STREET SUITE 202
WEST PALM BEACH, Florida, FL 33401
(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.

JEFFREY J. CONLEY
(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.

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: FRED SHEN

Address: 9 WYCKHAM HILL LANE

GREENWICH, CT 06831

Vice President: DENIS MILSOM

Address: 35 RICHMOND HILL

IRVINGTON, NY 10533

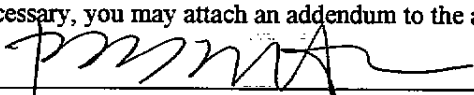
Secretary: DENIS MILSOM

Address: _____

Treasurer: FRED SHEN

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. FRED SHEN, PRESIDENT

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

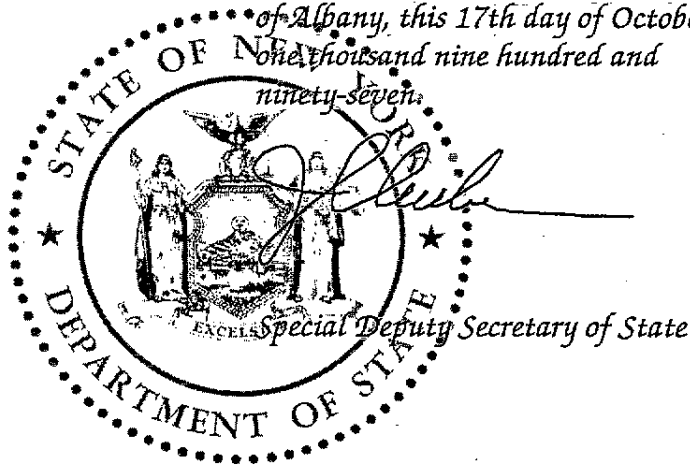
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**State of New York } ss:
Department of State**

I hereby certify, that the certificate of incorporation of SHEN MILSOM & WILKE, INC. was filed on 01/15/1986, under the name of SHEN, MILSOM & ASSOCIATES, INC., 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.

A Certificate of Amendment SHEN, MILSOM & ASSOCIATES, INC., changing name to SHEN MILSOM & WILKE, INC., was filed 02/23/1990.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 17th day of October
one thousand nine hundred and
ninety-seven.



199710200114 40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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