

F97000006858

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Boies & Associates, P.C.
(Name of corporation - must include suffix)

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****122.50 ****122.50

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:

Karen C. Dyer

(Name of Person)

Boies & Schiller L.L.P.

(Firm/Company)

200 East Robinson Street, Suite 325

(Address)

Orlando, FL 32801

(City/State/Zip)

W97-27044

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

Karen C. Dyer
(Name of Person)

at (407) 425-7118

(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

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DIVISION OF CORPORATIONS
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12/24



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 3, 1997

KAREN C. DYER
BOIES & SCHILLER, LLP
200 E. ROBINSON ST, SUITE 325
ORLANDO, FL 32801

SUBJECT: BOIES & ASSOCIATES, P.C.
Ref. Number: W97000027041

We have received your document for BOIES & ASSOCIATES, P.C. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

I am returning the enclosed certified copies as this office requires a foreign corporation to submit an original "certificate of existence" issued by the New York Secretary of State within the last 90 days. Please contact the New York Secretary of State at (518) 473-2492 to request such certificate.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 097A00057216

**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. Boies & Associates, P.C.
(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 3. Application pending
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 7, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. As of the date of this registration
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o David Boies, 80 Business Park Dr., #306, Armonk, NY 10504
(Current mailing address)

8. Practice of law
(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: Karen C. Dyer

Office Address: 200 East Robinson St., #325
Orlando, Florida, 32801
(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.

Karen C. Dyer
(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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: David Boies, II

Address: 2 Middle Patent Road

Armonk, NY 10504-2802

Director: _____

Address: _____

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

President: David Boies, II

Address: 2 Middle Patent Road

Armonk, NY 10504-2802

Vice President: _____

Address: _____

Secretary: Vincent Andrews

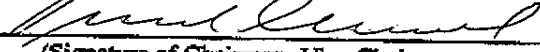
Address: 16 West Avenue

Darien, CT 06820

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)

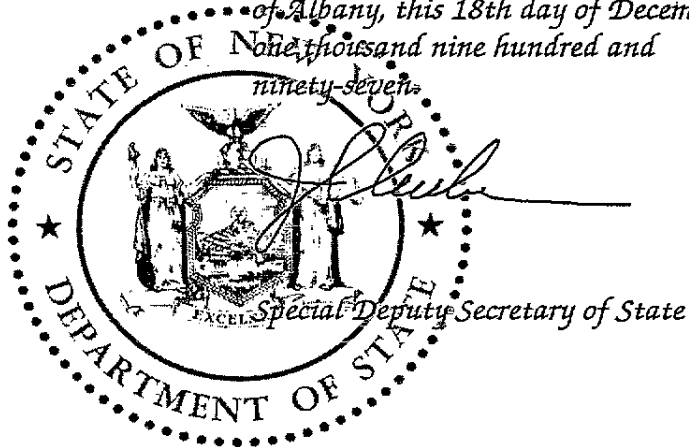
14. Vincent Andrews - Secretary
(Typed or printed name and capacity of person signing application)

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of BOIES & ASSOCIATES, P.C. was filed on 10/03/1997, under the name of DAVID BOIES & ASSOCIATES, P.C., 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 DAVID BOIES & ASSOCIATES, P.C., changing name to BOIES & ASSOCIATES, P.C., was filed 10/16/1997.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 18th day of December
One thousand nine hundred and
ninety-seven.



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