

F98000000909



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 694458 5046676

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia P...

ORDER DATE : February 4, 1998

ORDER TIME : 11:32 AM

100002431171--3

ORDER NO. : 694458-030

CUSTOMER NO: 5046676

CUSTOMER: Ms. Philicia G. Levinson
Headway Corporate Resources,
850 Third Avenue
11th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: E.D.R. ASSOCIATES,
INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 16 PM 1:52

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RECEIVED
98 FEB 16 PM 12:15
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. E.D.R. Associates, 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. Connecticut

(State or country under the law of which it is incorporated)

3. 06-1495553

(FEI number, if applicable)

4. May 12, 1987

(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 817.155, F.S.)

7. 10 Univac Lane

Windsor, CT 06095

(Current mailing address)

8.

Human Resource 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

Office Address: 1201 Hays Street

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.

Corporation Service Company

By:

Vicki Schreiber
(Registered agent's signature)

VICKI SCHREIBER
ASSISTANT VICE PRESIDENT

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: Gary S. Goldstein

Address: 850 Third Ave. 11th Fl. New York, NY 10022

Vice Chairman: Barry S. Roseman

Address: 850 Third Ave. 11th Fl.

New York, NY 10022

Director: Michael List

Address: 317 Madison Ave. 3rd Floor

New York, NY 10017

Director: _____

Address: _____

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

President: Michael List

Address: 317 Madison Ave. 3rd Floor,

New York, NY 10017

~~Vice President:~~ _____

Address: _____

Secretary: Philicia Levinson

Address: 850 Third Ave. 11th Floor

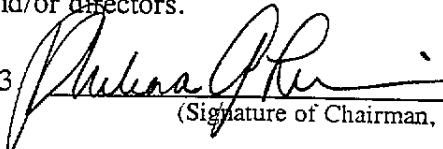
New York, NY 10022

Treasurer: Barry S. Roseman

Address: 850 Third Ave. 11th Floor

New York, NY 10022

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. Philicia G. Levinson, Secretary

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

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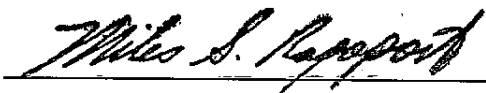
Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

E.D.R. ASSOCIATES INC.

a STOCK corporation under the Connecticut General Statutes was filed
in this office on May 12, 1987.

Insofar as the records of this office reveal, the corporation is in
existence.



Secretary of the State

Date Issued: February 10, 1998

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