



F98000000 1133

ACCOUNT NO. : 072100000032

REFERENCE : 720828 3500376

AUTHORIZATION :

COST LIMIT :

\$ 70.00

Patricia Pignatelli

ORDER DATE : February 26, 1998

ORDER TIME : 10:25 AM

ORDER NO. : 720828-005

CUSTOMER NO: 3500376

CUSTOMER: Craig Stevenson, Legal Asst
Day Berry & Howard
Cityplace
185 Asylum Street
Hartford, CT 06103

400002442524--7

FOREIGN FILINGS

NAME: GREENWALD INTELICARD, INC.

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 27 PM 12:15
RECEIVED
98 FEB 27 AM 11:46
DIVISION OF CORPORATION
mtu
2/27

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. GREENWALD INTELICARD, 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. 65-0811935

(FEI number, if applicable)

4. JANUARY 22, 1998

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. February 20, 1998

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. _____

C/O GREENWALD INDUSTRIES, ONE POST RD., FAIRFIELD, CT 06430

(Current mailing address)

8. VENDING MACHINE AND VENDING CARD MANUFACTURER/DISTRIBUTOR

(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:

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: Carol Dele

(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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: A. BRUCE URQUHART
Address: 1520 NEPTUNE DRIVE
BOYNTON BEACH, FL 33426

Vice Chairman: DAVID L. HERMAN
Address: 7 OAKS LANE
BOYNTON BEACH, FL 33436

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS [See also Schedule I attached hereto]

President: A. BRUCE URQUHART
Address: 1520 NEPTUNE DRIVE
BOYNTON BEACH, FL 33426

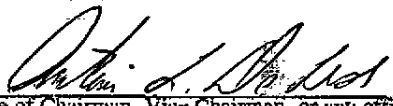
Vice President: JAMES J. WEIS
Address: C/O PUBLICKER INDUSTRIES, ONE POST ROAD
FAIRFIELD, CT 06430

Secretary: ANTONIO L. DELISE
Address: C/O PUBLICKER INDUSTRIES, ONE POST ROAD
FAIRFIELD, CT 06430

Treasurer: ANTONIO L. DELISE
Address: C/O PUBLICKER INDUSTRIES, ONE POST ROAD
FAIRFIELD, CT 06430

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.

ANTONIO L. DELISE, Secretary
(Typed or printed name and capacity of person signing application)

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SCHEDULE 1

ADDITIONAL OFFICER

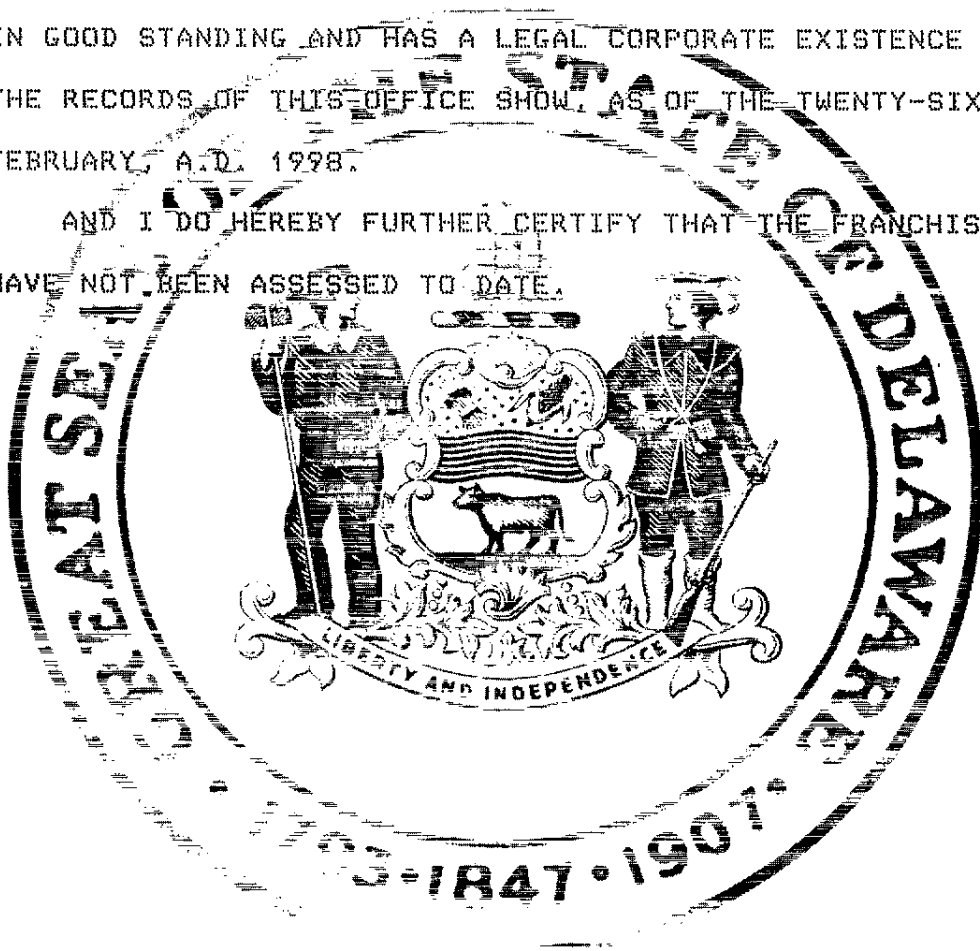
Leonard V. Samela, Vice President
c/o Greenwald Industries
212 Middlesex Avenue
Chester, CT 06412

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GREENWALD INTELICARD, 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 FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 27 PM 12:15



Edward J. Freel

Edward J. Freel, Secretary of State

2849899 8300

981075359

AUTHENTICATION:

8942808

DATE:

02-26-98