

F9800000 1532

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

500002460415--4
-03/18/98--01038--003
*****70.00 *****70.00

500002460415--4
-03/18/98--01038--004
*****52.50 *****52.50

CSC of Washington, D.C., Inc.

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- NonProfit
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MAR 18 1998

Thanks,
Jeff

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**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. CSC of Washington, D.C., 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. District of Columbia 3. 13-3064150
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 9, 1979 5. Perpetual
(Date of incorporation) (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 817.156, F.S.))

7. 1511 K Street, N.W., Suite 740, Washington, D.C. 20005
(Current mailing address)

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8. See attached purpose clause
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System
Eileen M. Horan
(Registered agent's signature) (Officer)
Eileen M. Horan, Asst. Secy
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Stephen H. Feinberg _____

Address: c/o Adshel Inc., 780 Third Avenue _____
New York, New York 10017 _____

Vice President: _____

Address: _____

Secretary: connie D'Onofrio _____

Address: c/o Adshel Inc., 780 Third Avenue _____
New York, New York 10017 _____

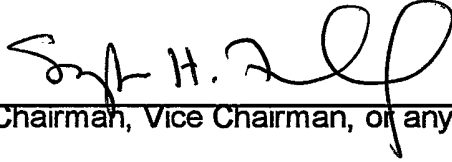
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Treasurer: _____

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. Stephen H. Feinberg, President

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

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
CSC of Washington, D.C., Inc.**

The purpose of the corporation is to engage in any lawful activity for which corporations may be organized to do business under the laws of Florida.

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
CSC of Washington, D.C., Inc.**

1. Stephen H. Feinberg
c/o Adshel Inc., 780 Third Avenue
New York, New York 10017
2. Roger George Parry
c/o Adshel Inc., 780 Third Avenue
New York, New York 10017
3. Charles Vincent Slevin
c/o Adshel Inc., 780 Third Avenue
New York, New York 10017

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GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the **9th** day of **JULY, 1979**, Articles of Incorporation of:

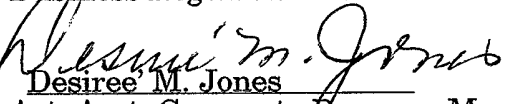
CSC OF WASHINGTON, D.C., INC.

WE FURTHER CERTIFY that the above named corporation is in Good Standing and is duly incorporated and existing according to the records of the Corporations Division, having filed all annual reports as required by the District of Columbia Business Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **12th** day of **MARCH 1998**.

W. David Watts
Director

Patricia A. Montgomery
Administrator
Business Regulation Administration


Desiree M. Jones
Act. Asst. Corporate Program Manager
Corporations Division

Marion Barry, Jr.
Mayor

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