ACCOUNT NO. : 07210000032

REFERENCE :

785287

AUTHORIZATION

COST LIMIT : \$ 122.50

ORDER DATE: April 16, 1998

ORDER TIME : 9:24 AM

ORDER NO. : 785287-005

CUSTOMER NO: 88579A

CUSTOMER: Mr. Don Shamsie

Mr. Lewis Schiller

Suite 901 160 Broadway

New York, NY 10038

100002494831--6

FOREIGN FILINGS

NAME: THE TRINITY GROUP-I, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

DIVISION OF CORPORATION

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.	THE Travity e of corporation: must include the	Group - I	TUC.	NY" "CORPOR	ATION" or w	ords or
ahbre	eviations of like import in language rtnership if not so contained in the	as will clearly indic	ate that it is a co	orporation instea	d of a natural	person
2. (Stat	DEIAWARE or country under the law of whice	ch it is incorporated)	3 <u>. /3 -</u>	399804 / per, if applicable)	•	
4	4-3-98 Date of Incorporation)	5	Perpetua on: Year corp. v	will cease to exis	t or "perpetu	ai")
	4/98 first transacted business in Florid				10	DIVISION SECON
7	249 Nath 5	Taw Mill	Rever	Road	5, F.S.) APR 2	RETARY FILE
	Elmsford, Ny	/0523 (Current mailir	ng address)		PR 12:	TOP STA
8. —	Hold Try Com Purpose(s) of corporation authorize	ed in home state or	country to be ca	arried out in the		ia)
	ne and street address of Flor eptable) Name:Co			or Mail Drop	Box NOT	
	Office Address:					
		Tallahassee		, Florida,	32301	
					(Zip Code	∌}
10. R	egistered agent's acceptan	ice:				
corpoi registe all sta	g been named as registered ration at the place designated agent and agree to act in tutes relative to the proper accept the obligations of my percept the ob	ted in this appli n this capacity. I and complete per	cation, I here further agree formance of r	eby accept th to comply wit	he appointi th the provi	ment as isions of
	By: Corporation Service (Registe	ce Company ered agent's signature	<u> </u>	<u>. </u>		

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.

NOT acceptable) A. DIRECTORS (Street address only- P.O. Box NOT acceptable) Chairman: LEWIS S. SchIller 333 RECTOR PLACE PAD Address: NEW York NY 10280 Vice Chairman: Address: Director: Address: Director: Address: B. OFFICERS (Street address only- P.O. Box NOT acceptable) President: Address: Vice President: Address: Secretary: Grace Work Address: NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.) DONALD L. SHAMSIE

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

12. Names and addresses of officers and/or directors: (Street address ONLY-P.O. Box

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY *THE TRINITY GROUP-I, INC.* IS DULY

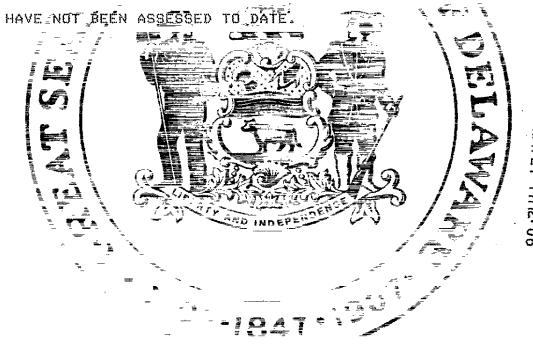
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN

GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE

RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF APRIL,

A.D. 1998:

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES



98 APR 21 PM 12: 06

Edward J. Freel, Secretary of State

AUTHENTICATION:

9035341

DATE:

04-20-98

2880093 8300

981149588