

# F9800000 3542

## TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Manhattan Employee Access Inc.  
(Name of corporation - must include suffix)

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:

Mark E. Adams

(Name of Person)

Manhattan Employee Access Inc

(Firm/Company)

10 East 39th Street, Suite 505

(Address)

New York, NY 10016

(City/State/Zip)

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

Mark E. Adams

(Name of Person)

at ( 212 ) 683-3346

(Area Code & Daytime Telephone Number)

### COURIER ADDRESS:

Qualification/Tax Lien Sec.  
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

**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. Manhattan Employee Access 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. New York 3. 13-3997394  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/24/98 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 1998  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 10 East 39th Street, Suite 505  
New York, NY 10016  
(Current mailing address)

8. Any Legal Business Purpose - Consulting  
(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: Bari Goldman

Office Address: 10242 N.W. 47th St., Suite 15  
Sunrise, Florida, 33351  
(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.*

Bari Goldman  
(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: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: Mark E. Adams

Address: 77-15 113th Street

Forest Hills, NY 11375

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Mark E. Adams

Address: 77-15 113th Street

Forest Hills, NY 11375

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Mark E. Adams, President  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark E. Adams, President + Chairman  
(Typed or printed name and capacity of person signing application)

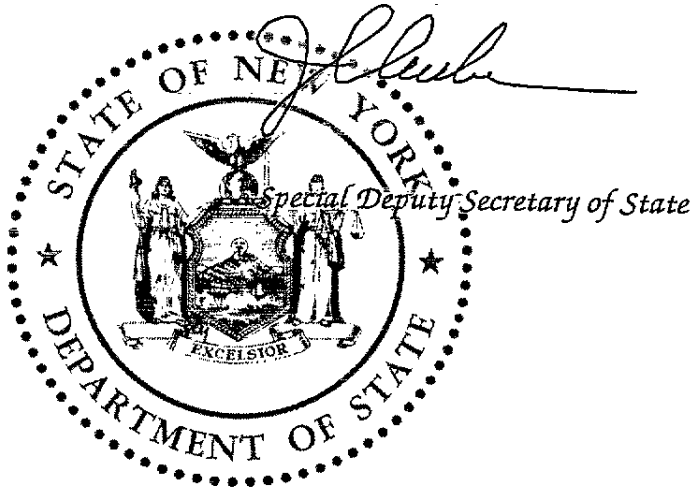
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State of New York  
Department of State } ss:

I hereby certify, that the certificate of incorporation of MANHATTAN EMPLOYEE ACCESS INC. was filed on 02/24/1998, 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.

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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 03rd day of June  
one thousand nine hundred and  
ninety-eight.*



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