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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(850) 922-4000

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

(212) 431-5111

NAME: MSG SYSTEMS, INC.

AUDIT NUMBER.....H98000012698

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. IMSG SYSTEMS, 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 State
(State or country under the law of which it is incorporated)
3. 11-2215842
(FEI number, if applicable)
4. June 27, 1969
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon the filing of this certificate
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 39 Stringham Avenue
Valley Stream, NY 11580
(Current mailing address)
8. Copy Machines
(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: Irwin Horowitz
Office Address: 4274 Independence Court
Sarasota, Florida, 34234-2109
(Zip Code)

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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 obligations of my position as registered agent.

BloombergExcelsior
62 White St
NY, NY 10013
212-431-5000

Irwin Horowitz
(Registered agent's signature) (Officer)

Irwin Horowitz, President

(Type Name and Title of Officer)

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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: _____

Address: _____

Director: Irwin Horowitz

Address: 4274 Independence Court

Sarasota, FL 34234-2109

B. OFFICERS

President: Irwin Horowitz

Address: 4274 Independence Court

Sarasota, FL 34234-2109

Vice President: _____

Address: _____

Secretary: Irwin Horowitz

Address: 4274 Independence Court

Sarasota, FL 34234-2109

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Treasurer: _____

Address: _____

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

13. Irwin Horowitz
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Irwin Horowitz, President
(Typed or printed name and capacity of person signing application)

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BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

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State of New York
Department of State } ss:

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I hereby certify, that the certificate of incorporation of INSG SYSTEMS, INC. was filed on 06/27/1969, 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. I further certify the following:

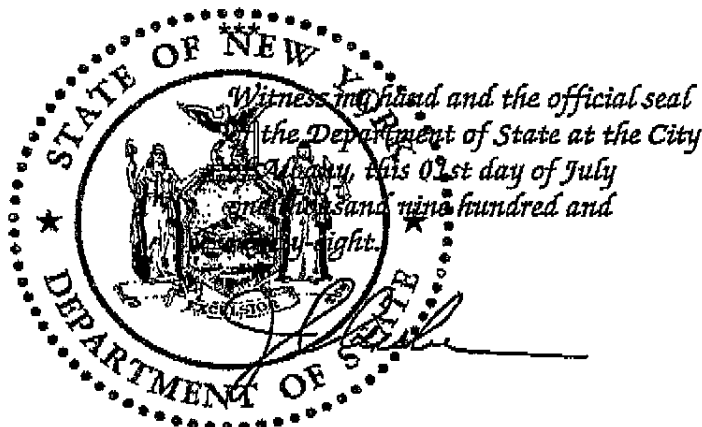
A Certificate of Merger was filed on 11/01/1993.

Certificate of change was filed on 02/27/1995.

A Biennial Statement was filed 06/20/1995.

The Corporation Biennial Statement is past due.

I further certify, that no other certificates have been filed by such corporation.



Special Deputy Secretary of State

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62 White St
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