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DIVISION OF CORPORATION

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 890999 4307494

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

ORDER DATE : July 14, 1998

ORDER TIME : 12:01 PM

ORDER NO. : 890999-005

CUSTOMER NO: 4307494

CUSTOMER: Eli Schoenfield, Esq
Kay Collyer & Boose
One Dag Hammarskjold Plaza
31st Floor
New York, NY 10017

200002591022--3

FOREIGN FILINGS

NAME: ISS MANAGEMENT SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 15 PM 1:51

H 7/16

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. ISS Management Services, 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. Pending
(FEI number, if applicable)

4. June 25, 1998
(Date of Incorporation)

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

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

7. c/o BHI Management Services, Inc.
4800 N. Federal Highway, Suite 200B, Boca Raton, FL 33431
(Current mailing address)

8. Provision of Management Services to Businesses
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

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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: Vicki Schreiber Asst. V.P.
(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.

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: Raymond Gross

Address: 4800 N. Federal Highway, Suite 200B, Boca Raton, FL 33431

Vice Chairman: Steven J. Levine

Address: 4800 N. Federal Highway, Suite 200B, Boca Raton, FL 33431

Director:

Address:

Director:

Address:

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

President: Raymond Gross

Address: 4800 N. Federal Highway, Suite 200B, Boca Raton, FL 33431

Vice President: George Williams | Steven J. Levine

Address: 1955 Lake Park Drive, Smyrna, GA 30080-8873 | 4800 N. Federal Highway, Suite 200B, Boca Raton, FL 33431

Secretary: Steven J. Levine

Address: 4800 N. Federal Highway, Suite 200B
Boca Raton, FL 33431

Treasurer: Ann M. Olbert

Address: 4800 N. Federal Highway, Suite 200B
Boca Raton, FL 33431

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. Steven J. Levine, Vice President
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ISS MANAGEMENT SERVICES, 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 FOURTEENTH DAY OF JULY, 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
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07-14-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: