

F98000004772



ACCOUNT NO. : 072100000032
REFERENCE : 933167 4322134
AUTHORIZATION : Patricia Pizut
COST LIMIT : \$ 70.00

ORDER DATE : August 19, 1998
ORDER TIME : 10:37 AM
ORDER NO. : 933167-010
CUSTOMER NO: 4322134
CUSTOMER: Ms. Mary Templeton
Corbin, Silverman &
805 Third Avenue
11th Floor
New York, NY 10022

000002622030--1

FOREIGN FILINGS

NAME: ISSUESPHERE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

FILED
98 AUG 21 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/21/98

RECEIVED
98 AUG 21 AM 11:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. Issuesphere, 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 3. 13-3860239
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/3/95 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 8 /1/98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 41 Madison Avenue, 29th Floor, New York, NY 10010

(Current mailing address)

8. Public Relations
(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: Peter J. Scarperi

Address: 105 Madison Avenue, 31st Floor, New York, NY 10016

Vice Chairman: _____

Address: _____

Director: Wayne K. Nelson

Address: 41 Madison Avenue, 31st Floor, New York, New York 10010

Director: _____

Address: _____

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

President: Steve A. Rabin

Address: 41 Madison Avenue, 29th Floor, New York, NY 10010

Assistant Secty: _____

Vice President: Thomas A. Moore

Address: 41 Madison Avenue, 31st Floor, New York, New York 10010

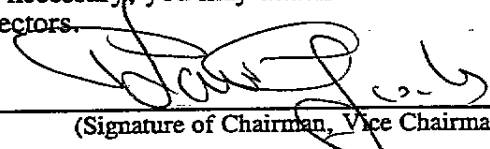
EVP, Secretary: Peter Law-Gisiko

Address: 41 Madison Avenue, 31st Floor, New York, NY 10010

Treasurer: Peter Law-Gisiko

Address: 41 Madison Avenue, 31st Floor, New York, New York 10010

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. Peter Law-Gisiko, Executive Vice President, Secretary and Treasurer

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

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TALLAHASSEE, FLORIDA

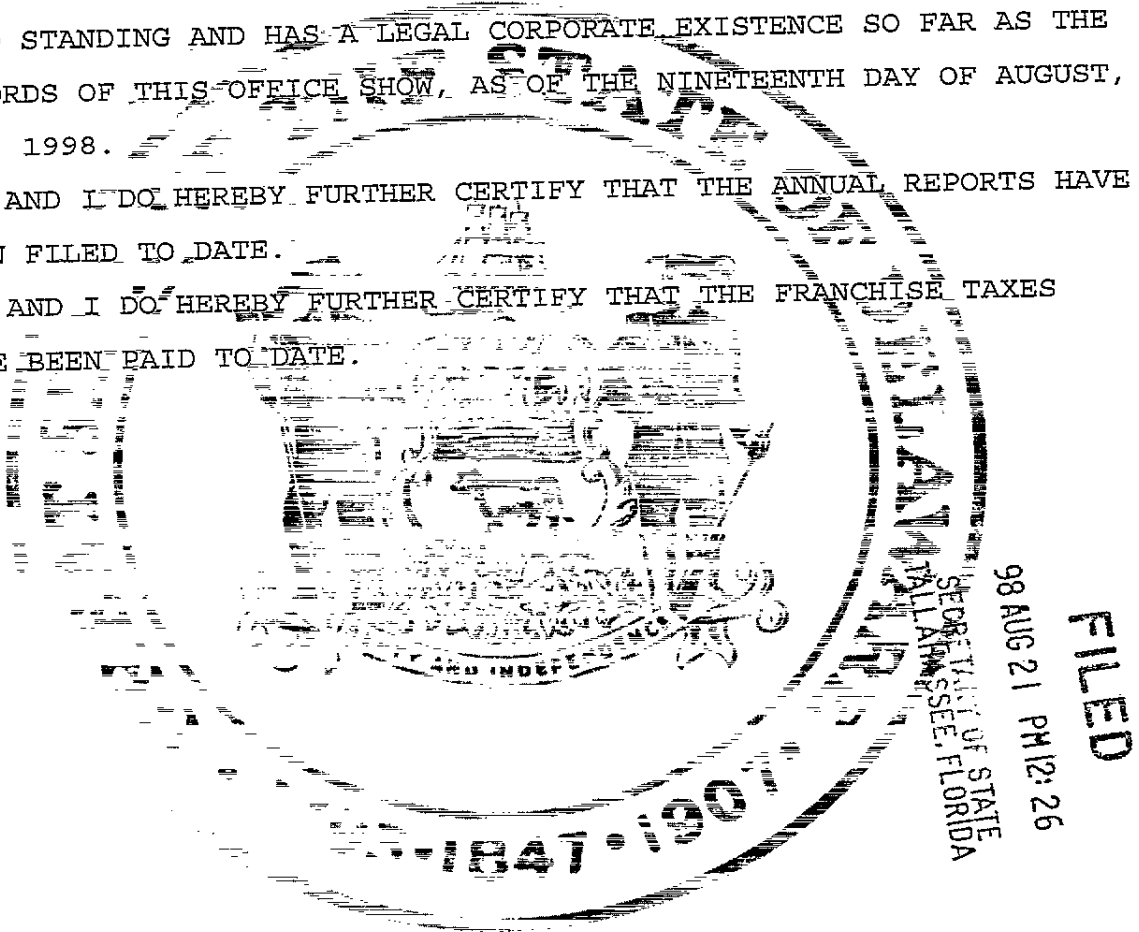
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ISSUESPHERE, 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 NINETEENTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



98 AUG 21 PM 12:26

FILED

2548513 8300
981324922



Edward J. Freel 9260692
Edward J. Freel, Secretary of State 08-19-98

AUTHENTICATION:

DATE: