



THE UNITED STATES
CORPORATION
COMPANY

F98000005245

ACCOUNT NO. : 072100000032

REFERENCE : 961595 4322134

AUTHORIZATION : *Patricia Pizzuti*

COST LIMIT : \$ 70.00

ORDER DATE : September 15, 1998

ORDER TIME : 9:38 AM

ORDER NO. : 961595-015

CUSTOMER NO: 4322134

CUSTOMER: Ms. Mary Templeton
Corbin, Silverman &
805 Third Avenue
11th Floor
New York, NY 10022

~~800000205251-2~~

FOREIGN FILINGS

8000002643068--8

NAME: NELSON ADMINISTRATIVE
SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

RECEIVED
98 SEP 18 AM 10:39
DIVISION OF CORPORATION

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 SEP 18 AM 11:42

LR 9/18
FILED

**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. Nelson Administrative 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 3. 22-3408628
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/1/95 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or perpetual)
6. August 31, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 214 Carnegie Center, Suite 102, Princeton, NJ 08540
(Current mailing address)
8. Holding company
(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)

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 Schaefer, 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: Wayne K. Nelson

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

Vice Chairman: _____

Address: _____

Director: Thomas A. Moore

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

Director: Peter J. Scarperi

Address: 105 Madison Avenue, New York, New York 10016

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TALLAHASSEE FLORIDA

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

President: Thomas A. Moore

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

Vice President: _____

Address: _____

EVP, Secretary: Peter Law-Gisiko

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

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 "NELSON ADMINISTRATIVE 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 FIFTEENTH DAY OF SEPTEMBER, A.D. 1998.

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

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

FILED

98 SEP 18 AM 11:42

SECRETARY OF STATE
TALLAHASSEE FLORIDA

2566940 8300

981357239



9302311
09-15-98

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: