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REFERENCE : 155931 4340059

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 70.00

ORDER DATE : March 3, 1999

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ORDER NO. : 155931-005

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CUSTOMER NO: 4340059

CUSTOMER: Toni Clark, Legal Assistant
Kelley Drye & Warren, Llp
400 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131-2399

W99-6358

FOREIGN FILINGS

NAME: PSB COMPUTER CONSULTANTS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

DIVISION OF CORPORATION
99 MAR 16 AM 11:29

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DIVISION OF CORPORATIONS
99 MAR 16 PM 2:03

03/17



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 16, 1999

CSC

SUBJECT: PSB COMPUTER CONSULTANTS, INC.
Ref. Number: W99000006358

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

A brief description of the entity's nature of business must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 399A00012665

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date as file date.

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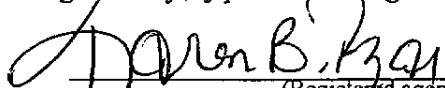
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*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. PSB COMPUTER CONSULTANTS 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. Quebec
(State or country under the law of which it is incorporated)
3. N/A
(FEI number, if applicable)
4. August 19, 1992
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 3333 Graham Boulevard, #400
Montreal Quebec H3R 3L5 Canada
(Current mailing address)
8. COMPUTER CONSULTING SERVICES
(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.


(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: MORTON PTACK

Address: 4175 St. Catherine West #904
Montreal Quebec Canada H3Z 3C9

Vice Chairman: ROBERT SCHNARCH

Address: 2333 Sherbrooke Street West #215
Montreal Quebec Canada H3H 2T6

Director: MICHAEL FOGEL

Address: 3624 North Cliffe
Montreal Quebec Canada H4A 3K7

Director: ELLIS BASEVITZ

Address: 840 Bertrand
Montreal Quebec Canada H4M 1V9

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

President: MORTON PTACK

Address: 4175 St. Catherine West #904
Montreal Quebec Canada H3Z 3C9

Vice President: MICHAEL FOGEL

Address: 3624 North Cliffe
Montreal Quebec Canada H4A 3K7

Secretary: ROBERT SCHNARCH

Address: 2333 Sherbrooke Street West #215
Montreal Quebec Canada H3Z 3C9

Treasurer: ELLIS BASEVITZ

Address: 840 Bertrand
Montreal Quebec Canada H4M 1V9

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. ROBERT SCHNARCH, Secretary
(Typed or printed name and capacity of person signing application)

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CERTIFICAT D'ATTESTATION

*Loi sur la publicité légale des entreprises individuelles,
des sociétés et des personnes morales
(L.R.Q., chap. P-45, art. 81)*

J'atteste que

LES CONSEILLERS EN
INFORMATIQUE PSB INC.

et sa ou ses version(s)

PSB COMPUTER CONSULTANTS INC.

- Est immatriculée depuis le 16 mars 1995.
- N'est pas en défaut de déposer une déclaration annuelle.
- N'est pas en défaut de se conformer à une demande qui lui a été faite en vertu de l'article 38.
- N'est pas en voie de dissolution.

99 MAR 16 PM 2:04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Le 12 mars 1999

1143739028



Gouvernement
du Québec
L'Inspecteur
général des
institutions
financières

Inspecteur général des institutions financières