



THE UNITED STATES
CORPORATION
COMPANY

F99000004931

ACCOUNT NO. : 072100000032
REFERENCE : 383882 4325313
AUTHORIZATION : *Patricia Pizuto*
COST LIMIT : \$ 70.00

ORDER DATE : September 22, 1999

ORDER TIME : 11:26 AM

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ORDER NO. : 383882-050

CUSTOMER NO: 4325313

CUSTOMER: Damion Edwards, Legal Asst
Klein, Zelman, Rothermel &
485 Madison Avenue
15th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: WATERBURY GROUP, INC.

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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

BR 9/24/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 24 PM 1:27

RECEIVED
99 SEP 24 PM 12:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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.

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99 SEP 24 PM 1:27

1. Waterbury Group, 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. _____
(FEI number, if applicable)
4. August 25, 1999
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 238 E. Davis Blvd., Ste 206D
Tampa, FL 33606
(Current mailing address)
8. Telecommunications and Internet enterprises.
(Purpose(s) of corporation authorized in home state or country to be carried out in 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.

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: Thomas Arcese

Address: 238 E. Davis Blvd., Ste., 206D
Tampa, FL 33606

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: Thomas Arcese

Address: 238 E. Davis Blvd., Ste., 206D
Tampa, FL 33606

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

13. Thomas Arcese
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas Arcese, President
(Typed or printed name and capacity of person signing application)

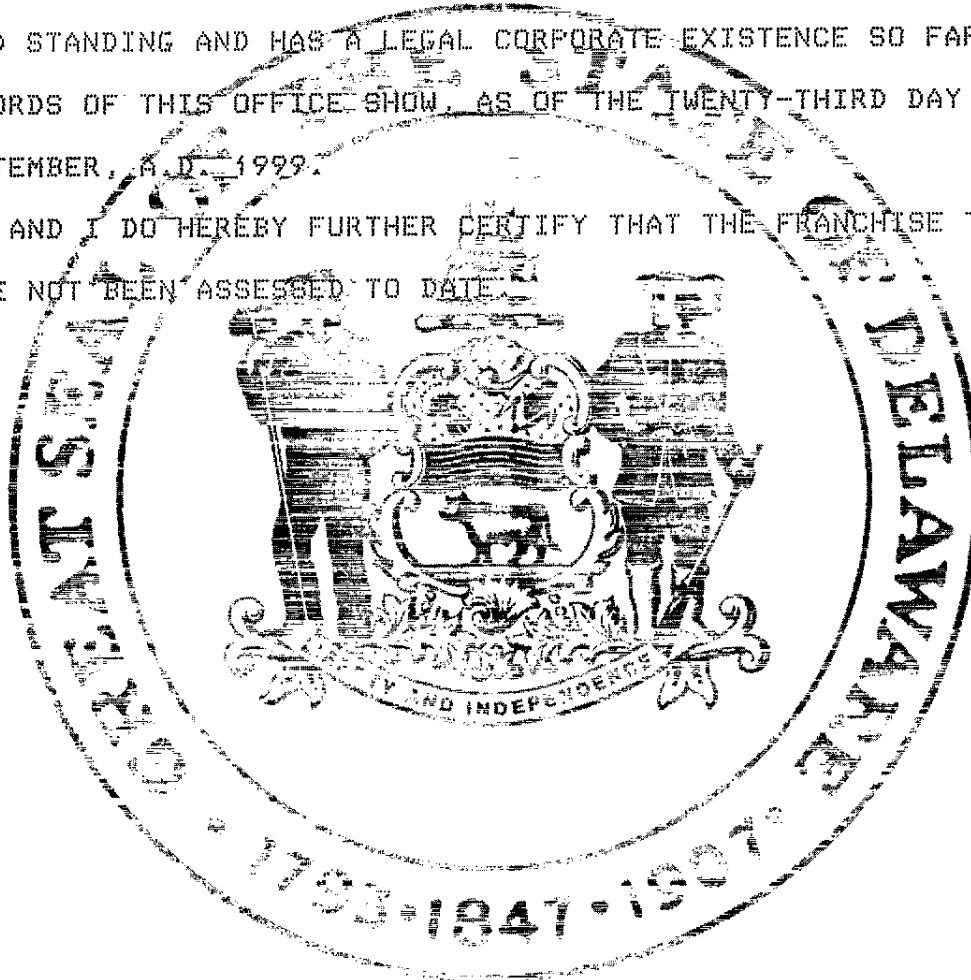
FILED STATE
SECRETARY OF CORPORATIONS
99 SEP 24 PM 1:27
DIVISION OF CORPORATIONS

Office of the Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 21 PM 1:27

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WATERBURY GROUP, 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 TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9986069

DATE: 09-23-99