



THE UNITED STATES CORPORATION COMPANY

F99000005184

ACCOUNT NO. : 072100000032

REFERENCE : 390026 4323171

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 70.00

FILED SECRETARY OF CORPORATIONS DIVISION OF CORPORATIONS 99 OCT - 7 PM 3: 35

ORDER DATE : September 28, 1999

ORDER TIME : 9:48 AM

ORDER NO. : 390026-005

CUSTOMER NO: 4323171

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CUSTOMER: Ms. Adrienne Natale
Securities Consultants
5301 North Federal Highway
Boca Raton, FL 33487

FOREIGN FILINGS

NAME: SCARBOROUGH ALLIANCE CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Turner

Handwritten scribble

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DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

RECEIVED 99 OCT - 7 PM 12: 09

Handwritten: 3/2 10/17/99

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSA
BUSINESS IN FLORIDA

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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. SCARBOROUGH ALLIANCE CORPORATION
(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. New York 3. 13-3294363
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. July 18, 1985 5. Perpetual
(Date of incorporation) (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. c/o SCARBOROUGH ALLIANCE, 1 BRIDGE STREET
1 Bridge Street, Irvington, NY 10533
(Current mailing address)
- 8. Pension plan administrator and insurance agency.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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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: Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper, Assistant Vice President

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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

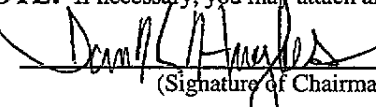
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Ian K. Hughes, Vice President
(Typed or printed name and capacity of person signing application)

OFFICERS

Denis Cardone, President
1 Bridge Street
Irvington, N.Y.

Ian K. Hughes, Vice President
1 Bridge Street
Irvington, N.Y.

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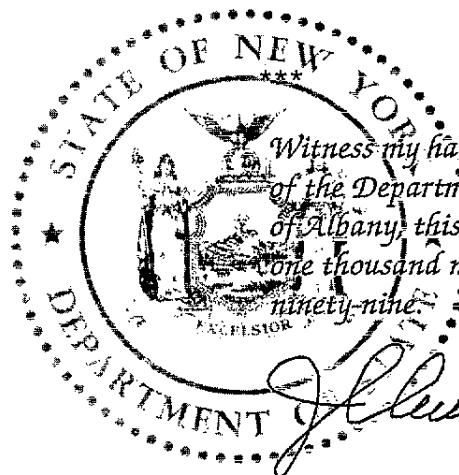
State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of SCARBOROUGH ALLIANCE CORPORATION was filed on 07/18/1985, under the name of CROWE-CARDONE, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment CROWE-CARDONE, INC., changing name to PAYROLL EQUITY PLANS, INC., was filed 03/17/1986.

A Certificate of Amendment PAYROLL EQUITY PLANS, INC., changing name to SCARBOROUGH ALLIANCE CORPORATION, was filed 02/10/1988.

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DIVISION OF CORPORATIONS
OFFICE OF STATE SECRETARY OF CORPORATIONS



Witness my hand and the official seal of the Department of State at the City of Albany, this 29th day of September one thousand nine hundred and ninety-nine.

J. Leub

Special Deputy Secretary of State