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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 021068 5046676

AUTHORIZATION

COST LIMIT : \$ 285.00

Patricia Pizutto

ORDER DATE : November 4, 1998

ORDER TIME : 10:28 AM

ORDER NO. : 021068-010

CUSTOMER NO: 5046676

CUSTOMER: Ms. Philicia G. Levinson
Headway Corporate Resources,
850 Third Avenue
11th Floor
New York, NY 10022

DIVISION OF CORPORATIONS

98 NOV -9 AM 11:34

RECEIVED

FOREIGN FILINGS

NAME: HEADWAY TECHNOLOGY RESOURCES
OF TEXAS, L.L.C.

9000002688

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
U.S. State Verifier	MAH
Acknowledgement	MAH
W. P. Verifier	MAH

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Headway Technology Resources of Texas, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-4026937
(FEI number, if applicable)
4. 10/9/98
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 11/2/98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5949 Sherry Lane
Dallas, TX 75225
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:
Michael List,	Mgr.
37 Madison Ave	
New York, NY 10017	
Phylicia Levinson, Mgr.	
850 3RD AVE	
NEW YORK, NY 10022	
Barry Roseman, Mgr.	
850 3RD AVE.	
New York, NY 10022	
Tommy Johnson, Mgr.	
5949 Sherry Lane	
Dallas, TX 75225	

NAME & ADDRESS: TITLE:

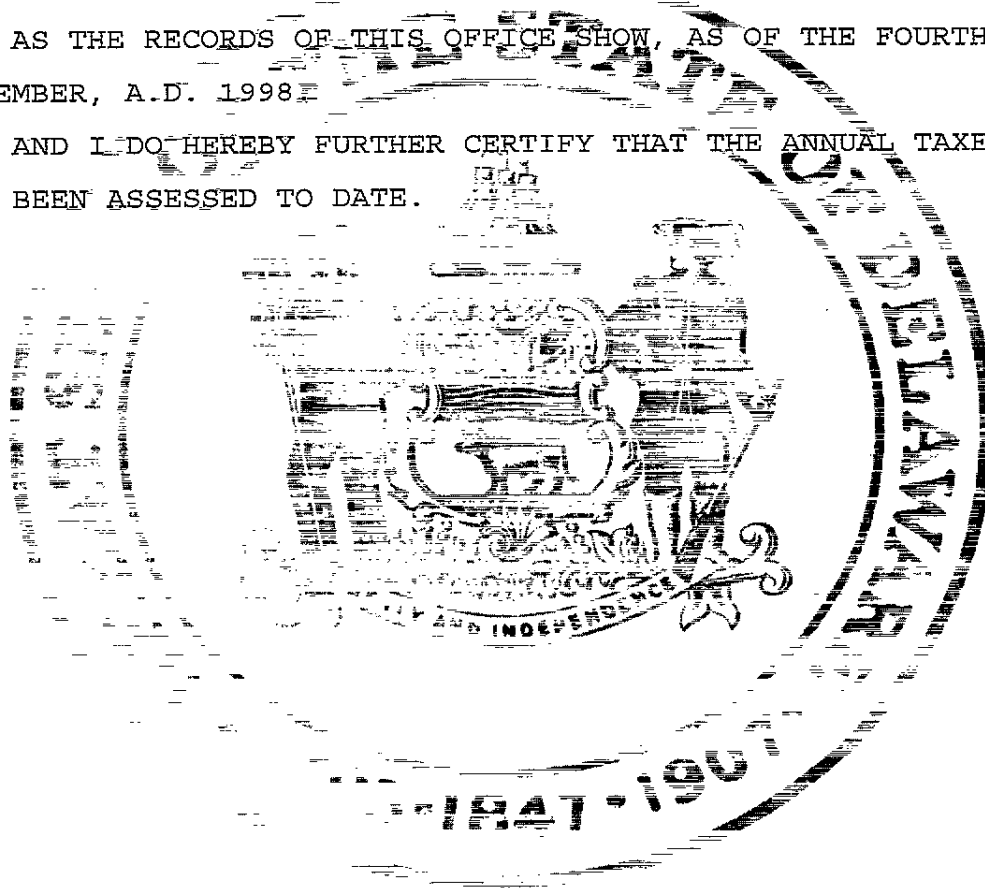
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEADWAY TECHNOLOGY RESOURCES OF TEXAS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF NOVEMBER, A.D. 1998.

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



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11-04-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Headway Technology Resources
LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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: Cassandra Antonetz

(Signature)

Cassandra Antonetz
Asst. Vice President

Filing Fee: \$ 35 for Designation of Registered Agent

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Leadway
Technology Resources certifies:
OF Texas, L.L.C.

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is

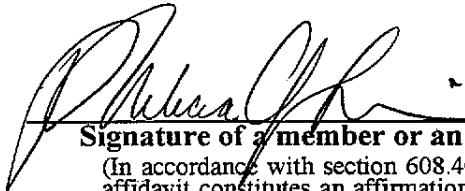
\$ 100

3) if any, the agreed value of property other than cash contributed by member(s) is
(A description of the property is attached and made a part hereto.)
and

\$ N/A

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is
(This total includes amounts from 2 and 3 above.)

\$ 100



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Philicia Levinson, Manager

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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