

F9500003961



ACCOUNT NO. : 072100000032

REFERENCE : 6650320 86901D

AUTHORIZATION : Patricia Pyzik

COST LIMIT : \$ 122.50

ORDER DATE : August 16, 1995

ORDER TIME : 10:28 AM

ORDER NO. : 660528

800001562049

CUSTOMER NO: 86901D

CUSTOMER: Mr. Bo Bodha
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

FOREIGN FILINGS

NAME: KELLY CABLE SERVICES, INC.

PROFIT
 NON-PROFIT

CORPORATE
 LIMITED PARTNERSHIP

QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

RECEIVED
95 AUG 16 AM 11:06
DIVISION OF CORPORATION
FILED
95 AUG 16 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtm

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. Kelly Cable 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 28, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 28, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1124 Lincoln Avenue
Prospect Park, PA 19076
(Current mailing address)
8. To engage in any lawful activity for which corporations may be organized under general
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
corporation law.
9. Name and street address of Florida registered agent:
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 1201 Hays Street, Suite 105
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.

The Prentice-Hall Corporation System, Inc.
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.

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95 JUN 16 AM 11:42
TALLAHASSEE, FLORIDA
STATE

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Masakazu Ohtsu

Address: 335 Madison Avenue
New York, NY 10017

Director
Vice-Chairman: Hiroshi Akiyama

Address: 335 Madison Avenue
New York, NY 10017

Director: Hiroshi Suguta

Address: 335 Madison Avenue
New York, NY 10017

Director: William Kelly

Address: 1124 Lincoln Avenue
Prospect Park, PA 19076

*
B. OFFICERS

President: William Kelly

Address: 1124 Lincoln Avenue
Prospect Park, PA 19076

Vice President: Hiroshi Suguta

Address: 335 Madison Avenue
New York, NY 10017

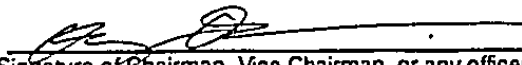
Secretary: Karen B. Sendyk

Address: 335 Madison Avenue
New York, NY 10017

Treasurer: Hiroshi Suguta

Address: 335 Madison Avenue
New York, NY 10017

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)

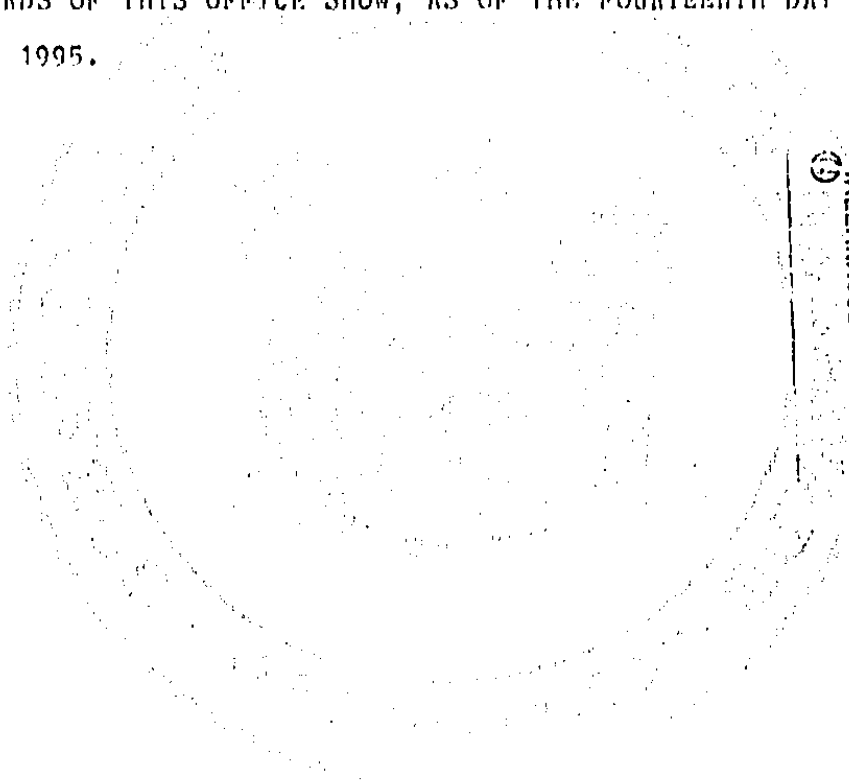
14. Masakazu Ohtsu, Chairman
(Typed or printed name and capacity of person signing application)

* Director: Gary Balsam
1143 W. Newport Center Drive
Deerfield Beach, Florida 33442

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KELLY CADLE 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 FOURTEENTH DAY OF AUGUST, A.D. 1995.



FILED
95 AUG 16 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2520143 8300
950183634

AUTHENTICATION: 7607321
DATE: 08-14-95