

Filing fee: \$150.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

70 915  
Corp. I.D. # 22-3108869

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

HERTZ TECHNOLOGIES, INC.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is HERTZ TECHNOLOGIES, INC.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is April 5, 1991 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

Signature

Joan Brunson, Assistant Secretary

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To engage in any lawful act or activity for which corporations may be formed. The marketing and sale of information systems and telecommunications facilities and services.

**EIGHTH:** The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
See Attached Rider	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

**NINTH:** The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,500	Common	--	no par value

**TENTH:** The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10	Common	--	no par value

**ELEVENTH:** An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 25,000.00.

**TWELFTH:** An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

**THIRTEENTH:** An estimate of the gross amount of business to be transacted by it during such year is \$ 38,611,600.00.

**FOURTEENTH:** An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 209,604.00.

**FIFTEENTH:** This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 15, 1992

HERTZ TECHNOLOGIES, INC.  
[Exact Corporate Name of Corporation Making Application]

By Gary Orrell  
Gary Orrell Its President  
and Mark A. Fury  
Mark A. Fury Its Asst. Secretary

STATE OF New Jersey }  
COUNTY OF Bergen } Sc.

At Park Ridge in said County on the 15th day  
of December 1992, before me personally appeared  
Gary Orrell, who being by me first duly sworn, declared that  
he is the President of HERTZ TECHNOLOGIES, INC.,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Suzanne L. Brophy  
Notary Public  
SUZANNE L. BROPHY  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires February 2, 1993

RECEIVED  
FBI - NEW YORK  
DEC 21 3 36 PM '92

per 92476

Rec'd & Filed DEC 21 1992

# HERTZ TECHNOLOGIES, INC.

## LIST OF OFFICERS AND DIRECTORS

<u>OFFICERS</u>	<u>HOME ADDRESS</u>	<u>OFFICE ADDRESS</u>	<u>TERM EXPIRES</u>
WILLIAM SIDER Chairman of the Board & Director	19 Clover Place Cos Cob, CT 06807	225 Brae Blvd Park Ridge, NJ 07656	09/93
GARY ORRELL President and Director	2304 Sandpiper Ct. Oklahoma City, OK 73170	5601 N.W. Expwy Oklahoma City OK 73132	09/93
ROBERT J. BAILEY Vice President and Director	1608 Faircloud Dr. Edmond, OK 73034	5601 N.W. Expwy Oklahoma City OK 73132	09/93
PAUL M. TSCHIRHART Secretary	3 Nottingham Ct. Old Tappan, NJ 07675	225 Brae Blvd Park Ridge, NJ 07656	09/93
ROBERT H. RILLINGS Treasurer	301 S. Chestnut St. Washington Twnshp, NJ 07675	225 Brae Blvd Park Ridge, NJ 07656	09/93
LAUREN S. BABUS Asst. Treasurer	185 Van Winkle Ln. Mahwah, NJ 07430	225 Brae Blvd Park Ridge, NJ 07656	09/93
MARK A. FURY Asst. Secretary	70 Pemberton Ave. Plainfield, NJ 07060	225 Brae Blvd Park Ridge, NJ 07656	09/93
I. DAVID PARKOFF Asst. Secretary	104 Harold Rd. Hewlett Neck, NY 11598	225 Brae Blvd Park Ridge, NJ 07656	09/93
ROBERT S. REGAN Asst. Secretary	21 Walker Ln. Weston, CT 06883	225 Brae Blvd Park Ridge, NJ 07656	09/93
JOHN M. SZOT Asst. Secretary	38 S. Fifth St. Park Ridge, NJ 07656	225 Brae Blvd Park Ridge, NJ 07656	09/93

*State of Delaware*  
*Office of the Secretary of State*

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I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "HERTZ TECHNOLOGIES, INC." FILED IN THIS OFFICE ON THE FIFTH DAY OF APRIL, A.D. 1991.  
AT 2:30 O'CLOCK P.M.

\* \* \* \* \*



*Michael Ratchford*

*Michael Ratchford, Secretary of State*

AUTHENTICATION: \*3705938

DATE: 12/17/1992