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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign 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:

1. The name of the corporation is THE MATLEN SILVER GROUP, INC.

2. It is incorporated under the laws of New Jersey

3. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is September 16, 1980 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is Route 15 South Plaza, Suite 201A, Lake Hopatcong, NJ 07849

6. The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900,

(Street Address, not P.O. Box)

Providence RI 02903 and the name of its proposed registered agent in Rhode Island at

(City/Town)

(Zip Code)

that address is Mark P. Dolan

(Name of Agent)

7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:

TO PROVIDE INFORMATION TECHNOLOGY SERVICES

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>James De Silver</u>	<u>Route 15 South Plaza, Suite 201A, Lake Hopatcong, NJ</u>
Director	<u>Michael Chirichella</u>	<u>Same as above 07849</u>
President	<u>James De Silver</u>	<u>Same as above</u>
Exe. Vice President	<u>Michael Chirichella</u>	<u>Same as above</u>
Treasurer		
Secretary	<u>Michael Chirichella</u>	<u>Same as above</u>

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By [Signature]
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9. 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 or Statement that Shares are without Par Value</u>
<u>1,000</u>	<u>Common</u>	<u>--</u>	<u>without Par Value</u>
_____	_____	_____	_____
_____	_____	_____	_____

10. 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 or Statement that Shares are without Par Value</u>
<u>1,000</u>	<u>Common</u>	<u>--</u>	<u>without Par Value</u>
_____	_____	_____	_____
_____	_____	_____	_____

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 173,820.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 42,000,000.00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 150,000.00.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.4 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 11/1/05

THE MATLEN SILVER GROUP, INC.

Print Exact Name of Corporation Making Application

By James L. DeSilver
 President or Vice President (check one)
 AND
 By Michael Chirichella
 Secretary or Assistant Secretary (check one)

STATE OF New Jersey
 COUNTY OF Essex

In Essex County on this 1st day of November, 2005 before me personally appeared James L. DeSilver & Michael Chirichella who, being duly sworn, declared that he/she is the President & Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Luzette B. Perry
 Notary Public
 My Commission Expires: 9/1/2010

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

THE MATLEN SILVER GROUP, INC.

0100121777

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department a
Certificate of Incorporation on September 16th, 1980
and that the attached is a true copy of this
document as the same is taken from and compared
with the original(s) filed in this office and now
remaining on file and of record.*

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
16th day of November, 2005*



A handwritten signature in cursive script, appearing to read "John E. McCormac".

*John E McCormac, CPA
State Treasurer*