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ACCOUNT NO. : 072100000032

REFERENCE : 577603 5062203

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 70.00

ORDER DATE : February 4, 2000

ORDER TIME : 9:47 AM

ORDER NO. : 577603-005

CUSTOMER NO: 5062203

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CUSTOMER: Mr. Frank Ramos
Wolf, Block, Schorr &
250 Park Avenue
Suite 1000
New York, NY 10177

FOREIGN FILINGS

NAME: MERIDIAN DESIGN ASSOCIATES,
ARCHITECTS, A PROFESSIONAL
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 14 AM 11:25

RECEIVED
00 FEB 14 AM 10:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*By
2/14/00*

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

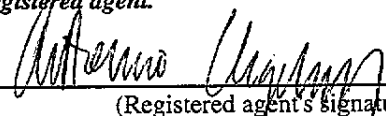
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 14 AM 11:25

1. Meridian Design Associates, Architects, A Professional 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. 13-4037212
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12-31-98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of application
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 532 Broadway
New York, New York 10012
(Current mailing address)
To provide professional architectural services to the public
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Antonio Argibay - Meridian Design Associates
Office Address: 801 Brickell Avenue, 9th Floor
Miami, Florida, 33131
(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.

By: 
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Director

Chairman: Bice C. Wilson

Address: 36 Howard Avenue

White Plains, New York 10606

Director

Vice Chairman: Antonio Argibay

Address: 242 Park Street

Montclair, New Jersey 07042

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Bice C. Wilson

Address: 36 Howard Avenue

White Plains, New York 10606

Vice President: N/A

Address: _____

Secretary: Antonio Argibay

Address: 242 Park Street

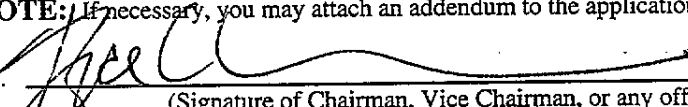
Montclair, New Jersey 07042

Treasurer: Antonio Argibay

Address: 242 Park Street

Montclair, New Jersey 07042

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. Bice C. Wilson, President
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 FEB 14 AM 11:25

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of MERIDIAN DESIGN ASSOCIATES, ARCHITECTS, A PROFESSIONAL CORPORATION was filed on 12/31/1998, 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.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 09th day of February
Two thousand.



Special Deputy Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 FEB 14 AM 11:25

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