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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

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Corporation(s) Name

LI-DEI, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 18 PM 1:52

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| <input checked="" type="checkbox"/> Profit | | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | | |
| <input checked="" type="checkbox"/> Foreign | | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> LLC | | | |
| <input type="checkbox"/> Limited Partnership | | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | | <input type="checkbox"/> Reservation | <input type="checkbox"/> Ch. RA |
| | | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE

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Thank You!

Handwritten initials/signature

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.

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- 1. LI- DII, 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 (State or country under the law of which it is incorporated)
3. Applied For (FEI number, if applicable)
4. January 10, 2000 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qual. (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 441 North 5th Street, Philadelphia, PA 19123 (Current mailing address)

8. To engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Florida. (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: C T Corporation System
Office Address: 1200 South Pine Island Rd.
Plantation, Florida, 33324 (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.

C T Corporation System
Mary Alice Rogers (Registered agent's signature)
Mary Alice Rogers, Special Asst. Secy.

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)

Chairman: Steven M. Lagos

Address: 441 North 5th Street, Philadelphia, PA 19123

Vice Chairman: Joel Schector

Address: 441 North 5th Street, Philadelphia, PA 19123

Director: David Robkin

Address: 441 North 5th Street, Philadelphia, PA 19123

Director: _____

Address: _____

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

President: Steven M. Lagos

Address: 441 North 5th Street, Philadelphia, PA 19123

Vice President: _____

Address: _____

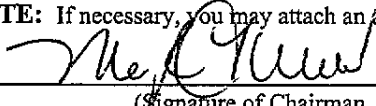
Secretary: Joel Schector

Address: 441 North 5th Street, Philadelphia, PA 19123

Treasurer: Marc Friedant

Address: 441 North 5th Street, Philadelphia, PA 19123

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. Marc Friedant, Treasurer
(Typed or printed name and capacity of person signing application)

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State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LI-DII, 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 FEBRUARY, A.D. 2000.

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FEBRUARY 8 PM 1:52

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



Edward J. Freel

Edward J. Freel, Secretary of State

3156558 8300

AUTHENTICATION:

0255731

001072780

DATE:

02-14-00