

Document Number

F00000004140

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

KIK (Florida) Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 JUL 21 PM 5:30
 FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 JUL 21 AM 11:36
 RECEIVED

Name _____ 07/21/00

Availability _____

Document _____

Examiner _____

Updater _____

Verifier _____

Acknowledgement _____

W.P. Verifier _____

31K
7/24



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 21, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: KIK (FLORIDA) INC.
Ref. Number: W00000018288

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DIVISION OF CORPORATIONS
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We have received your document for KIK (FLORIDA) INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 600A00040079

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00 JUL 24 PM 3:18
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
00 JUL 21 PM 5:30

Please See Date

TKB
[Signature]

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Marc Berger, a Vice President of KIK (Florida) Inc., do hereby certify that this Resolution of the Board of Directors of KIK (Florida) Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on July 21, 2000:

FURTHER RESOLVED, that KIK (Florida) Inc., organized and existing in the State of Delaware, hereby adopts the name "KIK (Auburndale) Inc." for use in Florida.

Dated July 24, 2000

Marc A Berger

Marc A. Berger, Vice President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 21 PM 5:30
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. KIK (FLORIDA) 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. JULY 19, 2000 5. PERPETUAL

(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NA supra good.

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Goldman Phillips & Vineberg

430 Park Avenue, 10th Floor, New York, NY 10022

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may conduct business under in the States of Delaware & Fl

(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 Road

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

(Registered agent's signature)

Jonathan R. Giddings
Assistant Secretary

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)

00 JUL 21 PM 5:30
DIVISION OF CORPORATIONS
STATE OF FLORIDA

00 JUL 21 PM 5:30
DIVISION OF CORPORATIONS
STATE OF FLORIDA

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

Chairman: SEE ANNEX A ATTACHED HERETO

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ANNEX A ATTACHED HERETO

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Marc A Berger
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MARC A. BERGER, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
00 JUL 21 PM 5:30
ANNEX A

LIST OF OFFICERS AND DIRECTORS

OFFICERS

<u>NAMES</u>	<u>TITLE</u>	<u>ADDRESS</u>
Roy Pearce	Chief Financial Officer	33 MacIntosh Boulevard Concord, Ontario L4K 4L5
David Cynamon	President	33 MacIntosh Boulevard Concord, Ontario L4K 4L5
Marc A. Berger	Vice President (Position will be terminated on or prior to 7/28/00)	430 Park Avenue New York, NY 10022
Richard Pfab	Secretary	2901 Corder Street Houston, TX 77054
Howard Brodie	Assistant Secretary	33 MacIntosh Boulevard Concord, Ontario L4K 4L5

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DIRECTORS

David Cynamon	33 MacIntosh Boulevard Concord, Ontario L4K 4L5
Bruce Pollack	30 Rockefeller Plaza, Suite 550 New York, NY 10020
Scott Perekslis	30 Rockefeller Plaza, Suite 550 New York, NY 10020

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State of Delaware
Office of the Secretary of State

PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KIK (FLORIDA) 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 TWENTIETH DAY OF JULY, A.D. 2000.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0569897

DATE: 07-20-00