



F02000002317

ACCOUNT NO. : 072100000032

REFERENCE : 571423 4305845

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piggett

FILED
02 MAY -9 PM 12:53
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : May 8, 2002

ORDER TIME : 9:27 AM

ORDER NO. : 571423-010

CUSTOMER NO: 4305845

300005500023--3

CUSTOMER: Mr. Wilbert Davis
Willkie Farr & Gallagher
787 Seventh Avenue

New York, NY 10019-6099

FOREIGN FILINGS

502800029274

BK

NAME: NEW FRANK'S DELAWARE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
02 MAY -9 AM 10:25
DIVISION OF CORPORATION

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

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
02 MAY -8 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. New Frank's Delaware, 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.

(FEI number, if applicable)

4. April 30, 2002

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o New Frank's Delaware, Inc. 1175 West Long Lake Road, Troy, Michigan 48098

(Principal office address)

c/o New Frank's Delaware, Inc. 1175 West Long Lake Road, Troy, Michigan 48098

(Current mailing address)

To engage in any lawful act or activity for which corporation may be organized under the the Delaware General Corporation Law (the "DGCL").

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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

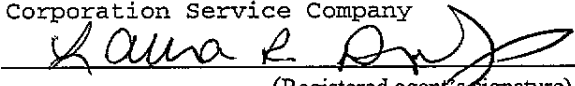
(Zip code)

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.

Corporation Service Company

Laura R. Dunlap
as its agent


(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers rider

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. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Adam Szopinski, President

(Typed or printed name and capacity of person signing application)

20 MAY - 9 PM 12 58
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Schedule 1

List of Officers of New Frank's Delaware, Inc.

Name	Title	Residence Address	Business Address
Steven S. Fishman	Chairman and Chief Executive Officer	2697 Melcombe Circle Apt. 202 Troy, MI 48084	1175 West Long Lake Road Troy, Michigan 48098
Larry T. Lakin	Vice Chairman, Chief Financial Officer, Secretary and Treasurer	2318 Clover Lane Northfield, IL 60093	1175 West Long Lake Road Troy, Michigan 48098
Adam Szopinski	President, and Chief Operating Officer	85 Old Farmers Road Long Valley, NJ 07853	1175 West Long Lake Road Troy, Michigan 48098

Schedule 2

List of Directors of New Frank's Delaware, Inc.

Name	Title	Residence Address	Business Address
Steven S. Fishman	Director	2697 Melcombe Circle Apt. 202 Troy, MI 48084	1175 West Long Lake Road Troy, Michigan 48098
Aaron J. Fleishaker	Director	366 Oxford Road New Rochelle, NY 10804	c/o Kimco Realty Corporation 3333 New Hyde Park Road Suite 100 New Hyde Park, NY 11042
Gerald Hellerman	Director	366 Oxford Road New Rochelle, NY 10804	c/o Hellerman Associates 10965 Eight Bells Lane Columbia, MD 21044
Joseph Nusim	Director	19195 Mystic Point Drive Aventura, FL 33180	c/o The Nusim Group 300 Park Avenue Suite 1700 New York, NY 11022
David Samber	Director	12 Engineers Road Roslyn Harbor, NY 11576	c/o Kimco Select Investments 1 Hollow Lane, Suite 304 Lake Success, NY 11042

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TALLAHASSEE
FLORIDA

Delaware

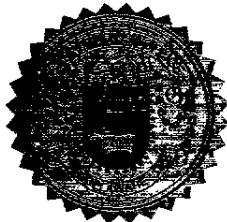
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW FRANK'S DELAWARE, 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 EIGHTH DAY OF MAY, A.D. 2002.

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

FILED
02 MAY -9 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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020295025

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1766900

DATE: 05-08-02