

F 96000005024
LAW OFFICES
FERGUSON, SKIPPER, SHAW, KEYBER, BARON & TIRABASSI, P.A.

DOUGLAS R. BALD (1)
DAVID J. BARON (1)
CHARLA McNALLY BUNCHETT (4)
JAMES O. FERGUSON, JR. (2)
RICHARD R. GAND
STEPHEN B. KEYBER (3)
DAVID B. MAGLICH (1)
MATTHEW B. MAYPER
ANDREW SHAW
J. RONALD SKIPPER (4)
E. RALPH TIRABASSI (3)

1815 RINGLING BOULEVARD, SUITE 1000
SARASOTA, FLORIDA 34236

MAILING ADDRESS:
P. O. BOX 3018
SARASOTA, FLORIDA 34230
TELEPHONE (841) 957-1800
TELEFAX (841) 957-1800

September 10, 1996

LONGBOAT KEY OFFICE:
844 MAY ISLES ROAD
LONGBOAT KEY, FLORIDA 34886

PORT CHARLOTTE OFFICE:
18401 MURDOCK CIRCLE
PORT CHARLOTTE, FLORIDA 33848

(1) BOARD CERTIFIED CIVIL TRIAL LAWYER
(2) BOARD CERTIFIED TAX LAWYER
(3) BOARD CERTIFIED REAL ESTATE LAWYER
(4) BOARD CERTIFIED WILLS, TRUSTS
AND ESTATE LAWYER

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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W96-19291

Re: Institute for International Research, Inc.
File No. 7274/13266

Dear Sir or Madam:

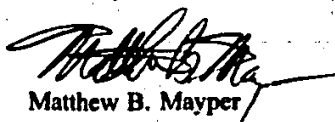
Enclosed please find the following:

1. Application by a Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced corporation.
2. Check payable to the Florida Department of State in the amount of \$70.00.

It is our understanding that your office will forward to me a letter of acknowledgment upon registration. I have enclosed a self-addressed stamped envelope for this purpose.

Your prompt reply would be appreciated.

Sincerely,


Matthew B. Mayper

MBM/kcm
Enclosures
cc: Mr. Paul Francis
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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 13, 1998

FERGESON, SKIPPER, SHAW, KEYSER ET AL
%MATTHEW B. MAYPER
P.O. BOX 3018
SARASOTA, FL 34230

SUBJECT: INSTITUTE FOR INTERNATIONAL RESEARCH, INC.
Ref. Number: W96000019291

We have received your document for INSTITUTE FOR INTERNATIONAL RESEARCH, 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):

There is no mention in the document referring to nature of the business.

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 (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 298A00042595

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**APPLICATION BY A FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
FOR
INSTITUTE FOR INTERNATIONAL RESEARCH, INC.**

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:

1. The name of the corporation is Institute for International Research, Inc. (the "Corporation").

2. The Corporation is incorporated under the laws of New York.

3. The federal employer identification number is 13-3179256.

4. The date of incorporation is July 13, 1983.

5. The Corporation is a perpetual corporation with no date of termination.

6. The date the Corporation first transacted business in Florida was September 2, 1996.

7. The current mailing address of the Corporation is:

Institute for International Research, Inc.
708 Third Avenue, 3rd Floor
New York, NY 10017

8. The authorized purpose of the corporation is specified in Section 2 of the attached Certificate of Incorporation.

9. The name and street address of the Florida registered agent are:

Paul Francis
8764 Midnight Pass Road, #305A
Siesta Key, FL 34242

10. 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

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or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. The names and usual business addresses of its directors are as follows:

Irvine Laidlaw
Le Joleil d'Or
20, bd Rainier III
98000, Monaco

Alan J. Oakes
25 Heckscher Drive
Huntington, NY 11743

David Lubell
99 Park Avenue
New York, NY 10016

12. The names and usual business addresses of the officers of the Corporation are as follows:

Irvine Laidlaw
Chief Executive Officer
Le Joleil d'Or
20, bd Rainier III
98000, Monaco

Alan J. Oakes
President
25 Heckscher Drive
Huntington, NY 11743

David Lubell
Secretary
99 Park Avenue
New York, NY 10016

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This 3rd day of September, 1996.

Institute for International
Research, Inc.

By: Alan J. Oakes

Alan J. Oakes
President

Acceptance By Registered Agent

Having been named as registered agent and to accept service of process for Institute for International Research, Inc., 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.

This 5th day of SEPTEMBER, 1996.

Paul Francis

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CERTIFICATE OF INCORPORATION
OF

INSTITUTE FOR INTERNATIONAL RESEARCH, INC.

(Under Section 402 of the Business Corporation Law)

The undersigned, being of the age of eighteen (18) years or over, under Section 402 of the New York Business Corporation Law, do hereby set forth:

B001201

1. Name: The name of the corporation shall be
INSTITUTE FOR INTERNATIONAL RESEARCH, INC.

2. Purposes: The purposes for which said corporation is to be formed are as follows:

(A) To conduct a publishing business in all its phases, including, without limiting the generality of the foregoing, creating, writing, printing, bookbinding, designing, engraving, photoengraving, lithographing, duplicating, offsetting, facsimile and image, color, line, word, shadow and other reproduction and dealing in paper and stationery, and writing, editing, preparing, creating, publishing, printing, binding, buying, selling, copyrighting, licensing the use of, importing, exporting, franchising, marketing, syndicating, distributing, making, manufacturing and generally dealing in or with respect to, any and all kinds of written or oral matter (whether or not printed or reproduced, with or without pictures) including, without limitation, sheet music, music compilations, books, magazines, pamphlets, publications, stories, articles, features, columns, and other items of interest to men, women and children, and in any and all equipment, plants, facilities and properties (whether real, personal or mixed, improved or unimproved), and materials and

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supplies in connection with the foregoing, and to do anything necessary or convenient in furtherance thereof.

(B) To prepare, publish, print, bind, manufacture, issue, acquire, sell, buy, lease, distribute, export, import, and deal in magazines, newsletters, newspapers, books, manuscripts, scenarios, plays, publications, pamphlets, music, maps, charts, stationery, engravings, prints, lithographs, etchings, wood-cuts, electrotypes, stereotypes, photographic prints and photolithographs, pictures, illustrations, whether colored or without color, and by whatever process or processes the same may be produced, whether now existing or hereafter to be discovered or invented; and generally to carry on the business of publishers, booksellers, stationers, printers, engravers, lithographers, bookbinders, stereotypers, die-sinkers, and electrotypers, in any and all of the states, territories, dependencies, and districts of the United States and in any and all foreign countries;

(C) To conduct a general advertising business both as principal and agent, including the preparation, arrangement, manufacture and construction of advertisements; to design, write, prepare, place, publish, and display, in any manner, advertisements and publicity devices and innovations of all kinds for itself or for others; to print, publish, and distribute newspapers, books, pamphlets, magazines, periodicals, handbills, pictures, cartoons, posters, display cards; to arrange for the placing of advertisements in publications of all kinds; to do bill posting, to manufacture, install, supply, maintain, and operate billboards, signboards, and illuminated signs; to give or arrange for the giving of demonstrations and exhibitions for advertising purposes; to supervise the preparation and production of motion picture and television advertisements and publicity devices; to do a general advertising, press agency, and publicity business in all its branches; and to make all conducive to the complete attainment of such purposes.

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(D) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer or otherwise dispose of, to invest, trade, borrow, lend, deal in and deal with goods, wares, merchandise, real and personal property of every class and description,

(E) To purchase, acquire, hold, sell, underwrite, assign, mortgage, pledge or otherwise manage, administer, deal in or dispose of the shares of the capital stock or of the bonds, debentures or other evidences of indebtedness of any corporation or corporations or interests or securities of any kind in any entity whatsoever, regardless of whether the services are performed for such latter corporation or corporations or entity, and while owner or holder thereof to exercise all of the rights, powers and privileges of ownership and to issue in exchange therefor its own stocks, bonds or other obligations.

(F) To engage in any lawful act or activity, other than any act or activity requiring the consent or approval of any State official, department, board, agency or other body without such consent or approval first being obtained for which corporations may be organized under the Business Corporation Law. The foregoing enumeration of specific powers shall not be deemed or held to limit or restrict in any manner the general powers of the corporation as conferred by the laws of the State of New York.

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3. Capital Stock: The aggregate number of shares which this corporation shall have authority to issue is Two Hundred (200) shares of one class only, which shares are without par value.

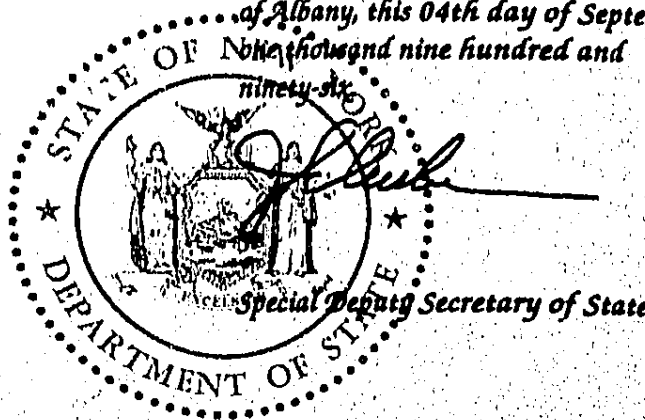
4. Offices: The office of the corporation shall be located in the City of New York, County of New York, State of New York.

State of New York | **ss:**
Department of State

I heruby certify, that the certificate of incorporation of INSTITUTE FOR INTERNATIONAL RESEARCH, INC. was filed on 07/13/1983, 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.

The Corporation Biennial Statement is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 04th day of September
ninety-six



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Institute for International Research

F96000005024

April 21, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

We have recently obtained our own Federal Identification Number. We will no longer be using our parent company's FEI. No other information has changed from our *Application by a Foreign Corporation for Authorization to Transact Business in Florida*.

Please change our FEI from 13-3179256 to 59-3435175. Also, our mailing address is: Institute For International Research, 1549 Ringling Blvd., Suite 500, Sarasota, FL 34236.

Sincerely,

Julie A. Malacarne
Accounting

Authorized Signatory,

David G. Lubell
Secretary

LT
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