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To: Division of Corporations
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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I200000000195
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

MADISON EQUITY CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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TALLAHASSEE FLORIDA

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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.

1. Madison Equity Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Madison Equity Group Corporation
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 20-2681275
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4-12-05 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon registration
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 6 East Clementon Road, Gibbstown, NJ 08026
(Principal office address)

6 East Clementon Road, Gibbstown, NJ 08026
(Current mailing address)
8. Please see attached.
(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 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
By: Michael Robinson
(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:

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A. DIRECTORS

Chairman: _____

Address: _____

Director
Vice Chairman: Jason E. OsborneAddress: 6 East Clementon Road
Gibbsboro, NJ 08026Director: Purag M. VoraAddress: 2 Greenwich Plaza
Greenwich, CT 06830Director: Seth CohenAddress: 2 Greenwich Plaza
Greenwich, CT 06830**B. OFFICERS**CEO/President: Jason E. OsborneAddress: 6 East Clementon Road
Gibbsboro, NJ 08026Vice President: Kristen L. BurnsAddress: 6 East Clementon Road
Gibbsboro, NJ 08026Secretary: Kristen L. BurnsAddress: 6 East Clementon Road, Gibbsboro, NJ 08026Treasurer: Kristen L. BurnsAddress: 6 East Clementon Road, Gibbsboro, NJ 08026

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

13. 
(Signature of Director or Officer listed in number 12 of the application)14. Jason E. Osborne, President
(Typed or printed name and capacity of person signing application)FILED
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Appendix to Florida
Application by Foreign Corporation for Authorization to Transact Business in Florida

**Purpose Clause of
Madison Equity Corporation**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

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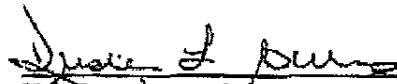
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CERTIFIED COPY OF RESOLUTION OF
MADISON EQUITY CORPORATION

- 1) RESOLVED that the corporation adopts the alternate name of Madison Equity Group Corporation for use in the State of Florida, and that Jason E. Osborne is authorized, on behalf of the corporation, to execute and deliver to the proper Florida state and/or local governmental agency/agencies whatever documentation is reasonable and necessary to accomplish the registration of this alternate name in Florida.

I, Kristen L. Burns, hereby certify that I am the duly elected and qualified Secretary of the above-named organization; that the foregoing is a complete, true, and correct copy of resolutions duly adopted by the board of directors of the Corporation at a meeting held on May 5th, 2005, at which meeting a quorum was present and voted in favor of said resolutions; that said resolutions do not in any respect conflict with or contravene the articles or bylaws of the Corporation; and that said resolutions have not been in any way altered, amended, or repealed and are now in full force and effect as of this date.

WITNESS my signature at Gibbsboro, New Jersey, on this 5th day of May, 2005.


Kristen L. Burns, Secretary

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Delaware

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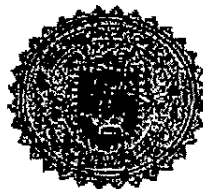
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MADISON EQUITY CORPORATION" 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 TENTH DAY OF MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MADISON EQUITY CORPORATION" WAS INCORPORATED ON THE TWELFTH DAY OF APRIL, A.D. 2005.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3868716

DATE: 05-10-05

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