

12-20-07

3:10PM

FROM: AKERMAN SENTERFITT

305-374-5095

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

KITSON BABCOCK MANAGEMENT SERVICES, INC.

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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. KITSON BABCOCK MANAGEMENT SERVICES, 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.)

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware
(State or country under the law of which it is incorporated)
3. 26-1377879
(FEI number, if applicable)
4. October 30, 2007
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or perpetual)

6. UPON FILING OF APPLICATION
(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. 9055 Ibis Boulevard, West Palm Beach, Florida 33412
(Principal office address)
- 9055 Ibis Boulevard, West Palm Beach, Florida 33412
(Current mailing address)

8. Any lawful business permitted to corporations in the State 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: GEORGE SPEER
Office Address: 9055 Ibis Boulevard West Palm Beach, FL 33412
(Street) (City) (State) (Zip)

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.

By: 
Name: George Speer

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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

Director: Sydney W. Kitson
Address: 9055 Ibis Boulevard, West Palm Beach, Florida 33412

Director: Michael J. Franco
Address: 1585 Broadway, New York, New York, 10036

Director: _____
Address: _____

B. OFFICERS

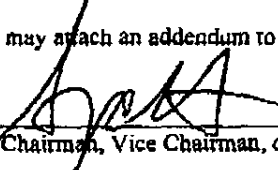
Chief Executive Officer: Sydney W. Kitson
Address: 9055 Ibis Boulevard, West Palm Beach, Florida 33412

President: Charles DeSanti
Address: 9055 Ibis Boulevard, West Palm Beach, Florida 33412

Treasurer and Secretary: Michael Leeder
Address: 9055 Ibis Boulevard, West Palm Beach, Florida 33412

Vice President: Thomas Hoban
Address: 9055 Ibis Boulevard, West Palm Beach, Florida 33412

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. Sydney W. Kitson, Chief Executive Officer
(Typed or printed name and capacity of person signing application)

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ADDENDUM

B: ADDITIONAL OFFICERS:

Vice President : Richard Broadway

Address: 9055 Ibis Boulevard, West Palm Beach, Florida 33412

Vice President : Michael T. Quinn

Address: 1585 Broadway, New York, New York 10036

Vice President : Michael J. Franco

Address: 1585 Broadway, New York, New York 10036

Vice President John Buza

Address 1585 Broadway, New York, New York 10036

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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KITSON BABCOCK MANAGEMENT SERVICES, 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 THIRTIETH DAY OF OCTOBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KITSON BABCOCK MANAGEMENT SERVICES, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF OCTOBER, A.D. 2007.

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

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6118050

DATE: 10-30-07