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ACCOUNT NO. : 072100000032
 REFERENCE : 531434 7200703
 AUTHORIZATION : *Patricia Kizut*
 COST LIMIT : \$ PPD

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 JAN -3 PM 4:06

ORDER DATE : December 28, 1999

ORDER TIME : 11:04 AM

ORDER NO. : 531434-005

CUSTOMER NO: 7200703

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 *****87.50 *****87.50

CUSTOMER: Mr. Alfred Blaustein
 Safeguard Group Holdings, Ltd
 Suite 2h
 2330 South Confress Ave
 West Palm Beach, FL 33406

FOREIGN FILINGS

NAME: SAFEGUARD GROUP HOLDINGS LTD.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

RECEIVED
 00 JAN -3 AM 8:52
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

B/K 1/3/00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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. SAFEGUARD GROUP HOLDINGS LTD., 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. NEW YORK. (State or country under the law of which it is incorporated)
- 3. 14-181-8014 (FEI number, if applicable)
- 4. 10-19-99 (Date of incorporation)
- 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")
- 6. 12-23-99 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 7. THE CORPORATION - 300 KINGSTON AVE. - PO BOX 217
WUNTSBORO, NY 12790
(Current mailing address)

8. ANY LAWFUL PURPOSE WITH ALL LICENSES OBTAINED IN ADVANCE.
(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: ALFRED BLAUSTEIN

Office Address: 1295 LONGLEA TR.
WELLINGTON FL, Florida, 33414
(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.

x Alfred Blaustein
(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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

Chairman: ALFRED BLAUSTEIN, SOLE DIRECTOR

Address: 1295 LONGLEA TR.
WELLINGTON, FL 33414

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

VACANT

STATE OF FLORIDA
DEPARTMENT OF CORPORATIONS
00 JAN - 3 PM 4: 06

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

President: ALFRED BLAUSTEIN,

Address: 1295 LONGLEA TR.
WELLINGTON, FL 33414

Vice President: _____

Address: _____

Secretary: _____

Address: _____

VACANT

Treasurer: _____

Address: _____

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

13. *Alfred Blaustein*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)


14. ALFRED BLAUSTEIN
(Typed or printed name and capacity of person signing application)

State of New York } ss:
Department of State

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I hereby certify, that the certificate of incorporation of SAFEGUARD GROUP HOLDINGS LTD. was filed on 10/19/1999, 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.

Witness my hand and the official seal of the Department of State at the City of Albany, this 27th day of December one thousand nine hundred and ninety-nine.


J. Blush
Special Deputy Secretary of State

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