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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1/26



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 12, 2000

MICHAEL M BECKER
WEB ASSOCIATES, INC.
3803 NW 65TH LANE
BOCA RATON, FL 33496

SUBJECT: WEB ASSOCIATES, INC.
Ref. Number: W00000001026

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for WEB ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 900A00001786

RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

I, the undersigned MICHAEL M BECKER, do hereby certify
(Name)

that this Resolution of the Board of Directors of WEB ASSOCIATES, INC
(Corporate Name)

a corporation duly organized and existing under the laws of the State of NEW YORK
was duly adopted on JANUARY 20, 2000

Be it resolved, that WEB ASSOCIATES, INC
(Corporate Name)

organized and existing in the State of NEW YORK, hereby adopts the name
BEW ASSOCIATES, INC for use in Florida.

Dated: 1/20/2000

Michael M. Becker
Signature of either Chairman, Vice Chairman or any officer President

MICHAEL M. BECKER
Type or print Name

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CLERK OF DISTRICT COURT
TALLAHASSEE-FLORIDA

**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. WEB ASSOCIATES, 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 3. 13-4055206
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/7/99 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1999
(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. a. 10 EISENBERG + BLAU 150 BROADWAY NY NY 10038
(Principal office address)

b. 3803 NW 65TH Lane Boca Raton FL 33496
(Current mailing address)

8. ONLY ADMINISTRATIVE FUNCTIONS CARRIED OUT IN 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: MICHAEL M BECKER

Office Address: 3803 NW 65TH Lane

Boca Raton, Florida 33496
(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.

Michael M Becker

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: MICHAEL M BECKER

Address: _____

DIRECTOR ALVIN EINBENDER

Director: ELLIOT WOLK

Address: ADDRESSES OF DIRECTORS BELOW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: MICHAEL M BECKER

Address: 3803 NW 65th Lane
Boca Raton FL 33496

Vice President: ALVIN EINBENDER

Address: 900 PARK AVENUE
NEW YORK NY 10021

Secretary: ALVIN EINBENDER

Address: as VP ABOVE

Treasurer: ELLIOT WOLK

Address: 11 MORRIS LANE
Scarsdale NY 10583

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

13. Michael M Becker

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

14. MICHAEL M. BECKER, PRESIDENT

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

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of WEB ASSOCIATES INC. was filed on 04/07/1999, 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 14th day of December
one thousand nine hundred and
ninety-nine.

Special Deputy Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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