



THE UNITED STATES
CORPORATION
COMPANY

F00000000631

ACCOUNT NO. : 072100000032

REFERENCE : 574291 4301763

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pzyt

ORDER DATE : February 2, 2000

ORDER TIME : 10:56 AM

ORDER NO. : 574291-005

300003122583--9

CUSTOMER NO: 4301763

CUSTOMER: Barbara Toffler, Legal Asst
Parker Chapin Flattau & Klimpl
1211 Avenue Of The Americas
17th Floor
New York, NY 10036

FOREIGN FILINGS

NAME: RESOURCE DEPOT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -3 PM 2:21

RECEIVED
00 FEB -3 PM 12:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK
2/3/00

**WRITTEN CONSENT OF THE SOLE DIRECTOR
OF
THE BOARD OF DIRECTORS
OF
RESOURCE DEPOT, INC.**

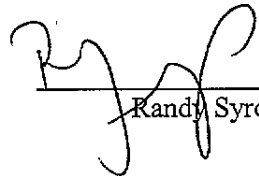
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Randy Syrop, Secretary of Resource Depot, Inc., a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 29 day of December, 1999.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopts the alternate name, Resource Depot Group, Inc., for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and further

"RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."

IN WITNESS WHEREOF, the undersigned has executed this written consent as of the 29 day of December, 1999.



Randy Syrop

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. Resource Depot, 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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 17, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 17, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 13798 Northwest Fourth Street, Suite 300
Sunrise, Florida 33325
(Current mailing address)

8. Entertainment
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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: Vicki Schreiber, Asst. V.P.
(Registered agent's signature)
Vicki Schreiber, Asst. V. P.

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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Randy Syrop

Address: 13798 Northwest Fourth Street, Suite 300

Sunrise, Florida 33325

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: Randy Syrop

13798 Northwest Fourth Street, Suite 300

Vice President: Sunrise, Florida 33325

Address: _____

Secretary: Randy Syrop

Address: 13798 Northwest Fourth Street, Suite 300

Sunrise, Florida 33325

Treasurer: Myron M. Blumenthal

Address: 13798 Northwest Fourth Street, Suite 300

Sunrise, Florida 33325

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. Randy Syrop - President

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

State of Delaware
Office of the Secretary of State

PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RESOURCE DEPOT, 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 SECOND DAY OF FEBRUARY, A.D. 2000.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0233922
DATE: 02-02-00