



THE UNITED STATES
CORPORATION
COMPANY

F000000000919

ACCOUNT NO. : 072100000032

REFERENCE : 588646 150991A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 78.75

ORDER DATE : February 15, 2000

ORDER TIME : 11:35 AM

ORDER NO. : 588646-005

CUSTOMER NO: 150991A

CUSTOMER: Christopher H. Marine, Esq
Gould Cooksey Fennell O'Neill
979 Beachland Boulevard

Vero Beach, FL 32963

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SECTION OF INFORMATION
00 FEB 15 PM 3:56

FOREIGN FILINGS

NAME: CLIFFORD FLORIDA, INC. 7

100003136081--0

XXXX QUALIFICATION (TYPE: CO)

W00-4097

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

2/15/00

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00 FEB 15 PM 1:46
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MAIL ROOM



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 15, 2000

ERIKA CARLSON
CSC

SUBJECT: CLIFFORD FLORIDA, INC.
Ref. Number: W00000004097

RESUBMIT

Please give original

We have received your document for CLIFFORD FLORIDA, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being retained 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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 600A00007900

RECEIVED
DIVISION OF CORPORATIONS
00 FEB 15 PM 3:56

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00 FEB 17 PM 2:32

MINUTES OF
JOINT SPECIAL MEETING OF
STOCKHOLDER AND DIRECTORS OF
CLIFFORD FLORIDA, INC.

FILED STATE
SECRETARY OF CORPORATION
00 FEB 15 PM 3:06

A special meeting of the Board of Directors and Stockholder of **CLIFFORD FLORIDA, INC.**, a Delaware corporation, was held at the office of the corporation on the 14th day February, 2000 at 1:00 P.M.

Roll call showed all of the Directors and the Stockholder of the corporation to be present.

The President announced that the purpose of this special meeting of the Stockholder and Directors of the Corporation was to discuss the adoption of an alternate name for the Corporation to transact business in the State of Florida. The Corporation filed an application with the State of Florida for authorization to transact business in the State, and the application was preliminarily rejected due to the fact that the corporate name "Clifford" was already in use. Pursuant to Section 607.1506 (1)(b), Florida Statutes, the Corporation has decided to utilize the name "Clifford Florida/Marsh Island", in the conduct of its business in the State of Florida.
Inc.

After extensive discussion, upon motion duly made, seconded and unanimously carried it was

RESOLVED, that the Corporation does hereby adopt use of the alternate name "Clifford Florida/Marsh Island^{Inc.}" in its transaction of business within the State of Florida pursuant to Section 607.1506 (1)(b), Florida Statutes; and

RESOLVED, FURTHER, that the corporate President is authorized and directed to file these Resolutions and the necessary application materials with the State of Florida, Division of Corporations to secure authorization to transact business in the State of Florida.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned.

STOCKHOLDER:

SHIRA HOLDING COMPANY,
LLC, a Delaware limited liability
company

By: _____

IRA WOLFF

DIRECTORS:

IRA WOLFF

SHARYN MANN

The alternate name is CLIFFORD FLORIDA/MARSH ISLAND, INC.
INC\CLIFFORD FLA-MINSPMTG CLI

**CALL AND WAIVER OF NOTICE OF SPECIAL MEETING
OF STOCKHOLDER AND DIRECTORS OF
CLIFFORD FLORIDA, INC.**

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 FEB 15 PM 3:06

The undersigned Stockholder and Directors of **CLIFFORD FLORIDA, INC.**, a Delaware corporation hereby waive any and all notice of the special meeting of the said Stockholder and Board of Directors to be held on the 14th day of February, 2000, at the offices of the corporation, and hereby agree and consent that said meeting shall be held at said time and place and that there shall be transacted at said meeting any and all business which may properly come before it.

Dated this 14th day of February, 2000.

STOCKHOLDER:

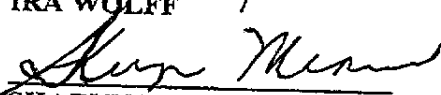
**SHIRA HOLDING COMPANY,
LLC, a Delaware limited liability
company**

By: 

IRA WOLFF

DIRECTORS:

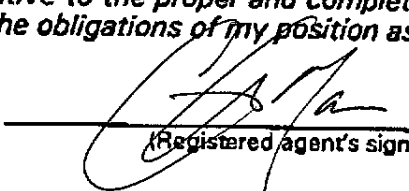

IRA WOLFF


SHARYN MANN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 15 PM 56

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Clifford Florida, 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
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. March 6, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 14, 2000
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 800 Third Avenue, Suite 3700
New York, New York 10022
(Current mailing address)
8. Any lawful act
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Christopher H. Marine, Esq.
Office Address: 979 Beachland Boulevard
Vero Beach, Florida, 32963
(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.

(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.

00 FEB 15 PM 3:56
NEW YORK STATE
DEPARTMENT OF CORPORATIONS

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: Ira Wolff
Address: 800 Third Avenue, Suite 3700
New York, New York 10022

Director: Sharyn Mann
Address: 800 Third Avenue, Suite 3700
New York, New York 10022

B. OFFICERS

President: Ira Wolff
Address: 800 Third Avenue, Suite 3700
New York, New York 10022

Vice President: _____
Address: _____

Secretary: Sharyn Mann
Address: 800 Third Avenue, Suite 3700
New York, New York, 10022

Treasurer: Sharyn Mann
Address: 800 Third Avenue, Suite 3700
New York, New York 10022

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

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

14. Ira Wolff
(Typed or printed name and capacity of person)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLIFFORD FLORIDA, 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 ELEVENTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

00 FEB 15 PM 3:56
DEPARTMENT OF STATE
OFFICE OF CORPORATIONS



Edward J. Freel
Edward J. Freel, Secretary of State

2822793 8300

AUTHENTICATION: 0254422

001071619

DATE: 02-11-00