



THE UNITED STATES
CORPORATION
COMPANY

F00000001399

ACCOUNT NO. : 072100000032

REFERENCE : 614329 4303929

AUTHORIZATION :

Patricia Pizote

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -7 PM 1:57

ORDER DATE : March 7, 2000

ORDER TIME : 11:22 AM

ORDER NO. : 614329-005

CUSTOMER NO: 4303929

400003160994--0

CUSTOMER: Ms. Stephanie C. Johnson
Greenberg Traurig, P.a.
1221 Brickell Avenue
21st Floor
Miami, FL 33131

FOREIGN FILINGS

NAME: ISLAND TRADING COMPANY OF
NEW YORK, INC.

W-6230

XXXX QUALIFICATION (TYPE: CO)

7

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR -7 PM 3:10

RECEIVED

3/7/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 8, 2000

CSC
ATTN: ERIKA CARLSON

SUBJECT: ISLAND TRADING COMPANY, INC.
Ref. Number: W00000006230

RESUBMIT

Please give original
submission date as file date.

We have received your document for ISLAND TRADING COMPANY, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 200A000129

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR 15 AM 11:25

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -7 PM 1:57

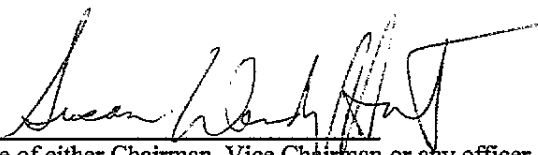
RESOLUTION
OF
BOARD OF DIRECTORS
OF
Island Trading Company, Inc.

FILED STATE
SECRETARY OF CORPORATIONS
00 MAR -7 PM 1:57

I, the undersigned, Susan (Wendy) Hart, do hereby certify that this Resolution of the Board of Directors of Island Trading Company, Inc., a corporation duly organized and existing under the laws of the State of New York was duly adopted on March 16th, 2000.

Be it resolved, that Island Trading Company, Inc., organized and existing in the State of New York, hereby adopts the name Island Trading Company of New York ^{Inc.} for use in Florida.

Dated: March 16th, 2000



Signature of either Chairman, Vice Chairman or any officer

Susan (Wendy) Hart
Type or Print Name

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -7 PM 3:57

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a
FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

ISLAND TRADING COMPANY, INC. doing business in Florida as

1. ISLAND TRADING COMPANY OF NEW YORK, INC.

(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "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 is incorporated)

3. 13-3170327

(F.E.I Number, if applicable)

4. NOVEMBER 18, 1983

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corporation will cease to exist or "Perpetual")

6. UPON FILING

(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.)

7. 4 COLUMBUS CIRCLE, FIFTH FLOOR, NEW YORK, NY 10019

(Current Mailing Address; please include city, state & zip code)

8. ANY LAWFUL BUSINESS

(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: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

TALLAHASSEE, FLORIDA 32301-2607
(Zip Code)

10. REGISTERED AGENTS ACCEPTANCE: Having been named as the 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.

Laura R. Dunlap
Registered Agent's Signature

Date: March 7, 2000

Laura R. Dunlap
as its agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

SECRET
DIVISION OF CORPORATIONS
00 APR 1 1957
STATE

12. NAME OF DIRECTORS and/or OFFICERS:

A. DIRECTOR:

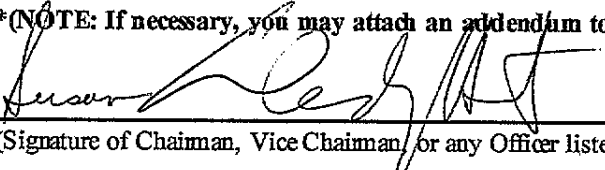
Director: LAWRENCE MESTEL
Address: 4 COLUMBUS CIRCLE, FIFTH FLOOR, NEW YORK, NY 10019

B. OFFICERS:

Vice-President: SUSAN (WENDY) HART
Address: 1330 OCEAN DRIVE, FOURTH FLOOR, MIAMI BEACH, FLORIDA 33139
Secretary: DOREEN CRUJEIRAS
Address: 4 COLUMBUS CIRCLE, FIFTH FLOOR, NEW YORK, NY 10019
Treasurer: MEG FRIEDMAN
Address: 4 COLUMBUS CIRCLE, FIFTH FLOOR, NEW YORK, NY 10019

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -7 PM 1:57

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

13.  Date: March 2, 2000.
(Signature of Chairman, Vice Chairman, or any Officer listed in #12)

14. SUSAN WENDY HART, VICE-PRESIDENT
(Print or type Name and Title of person signing this application)

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of ISLAND TRADING COMPANY, INC. was filed on 11/22/1982, under the name of ISLAND PICTURES, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with 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.

A Certificate of Amendment ISLAND PICTURES, INC., changing its name to IEF INC., was filed 10/29/1985.

A Certificate of Amendment IEF INC., changing its name to ISLAND PICTURES, INC., was filed 03/27/1986.

A Certificate of Amendment ISLAND PICTURES, INC., changing its name to ISLAND TRADING COMPANY, INC., was filed 10/30/1992.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 02nd day of March
two thousand.*

Special Deputy Secretary of State

FILED STATE
SECRETARY OF CORPORATIONS
00 MAR -7 PM 1:57