



THE UNITED STATES  
CORPORATION  
COMPANY

# F00000001684

ACCOUNT NO. : 072100000032

REFERENCE : 637605 4306424

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 24, 2000

ORDER TIME : 12:30 PM

ORDER NO. : 637605-005

CUSTOMER NO: 4306424

CUSTOMER: Patricia E. Harris, Legal Asst  
Steel Hector & Davis  
41st Floor, Ste. 4000  
200 S. Biscayne Boulevard  
Miami, FL 33131-2398

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-03/24/00--01093--002  
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FOREIGN FILINGS

NAME: ONECHEM LTD.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janine Lazzarini

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 24 PM 4:48

RECEIVED  
00 MAR 24 PM 1:44  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32302

3/24/00

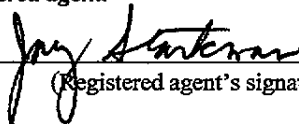
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*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. OneChem 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. Bermuda 3. 98-0210933  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 16, 1999 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 10, 2000  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 80 SW 8th Street, Suite 1900.  
Miami, Florida 33131  
(Current mailing address)
8. Internet Business Site, General Office  
(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: Jay Starkman
- Office Address: 100 SE 2nd Street, 37th Floor  
Miami, Florida, 33131  
(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.

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: (SEE ATTACHED)

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Marvin Schlanger

Address: c/o Cherry Hill Investments LLC  
15 Southwood Drive, Cherry Hill, NJ 08003

Vice President: Jay Starkman

Address: 100 SE 2nd Street, 37th Floor  
Miami, Florida 33131

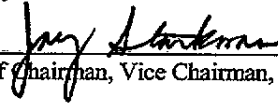
Secretary: Jay Starkman

Address: 100 SE 2nd Street, 37th Floor  
Miami, Florida 33131

Treasurer: Richard Noritake

Address: 244 E. 86th Street  
New York, NY 10028

**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. Jay Starkman, Vice President  
(Typed or printed name and capacity of person signing application)

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Chairman: Howard Kaplan  
20023 NE 19<sup>th</sup> Place  
North Miami Beach, Florida 33179

Vice Chairman: Ian Kaplan  
305 N. Hibiscus Drive  
Miami Beach, Florida 33139

Director: Jay Starkman  
100 SE 2<sup>nd</sup> Street, 37<sup>th</sup> Floor  
Miami, Florida 33131

Director: Michael W. Cohrs  
1 Mulberry Walk  
London SW3 6DZ, England

Director: Marvin Schlanger  
c/o Cherry Hill Chemical Investments LLC  
15 Southwood Drive  
Cherry Hill, NJ 08003

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**BERMUDA**  
**MINISTRY OF FINANCE**  
**CERTIFICATE OF COMPLIANCE**

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I, Cynthia Thomas, Assistant Registrar of Companies of the Islands of Bermuda, do hereby certify that

**OneChem Ltd.**

is a Company duly incorporated under the laws of Bermuda and is at the date of this Certificate, in good standing.



Given under my hand and the Seal of the  
REGISTRAR OF COMPANIES this  
13th day of March, 2000.

Cynthia Thomas  
Assistant Registrar of Companies