

F00000002519



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 662940 4324968

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 70.00

ORDER DATE : April 14, 2000

ORDER TIME : 10:45 AM

ORDER NO. : 662940-020

200003240422--8

CUSTOMER NO: 4324968

CUSTOMER: Nicole Chase, Esq
Saiber Schlesinger Satz &
One Gateway Center, 13th Floor

Newark, NJ 07102

FOREIGN FILINGS

NAME: KAHAN GALLERY, 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: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -5 1 AM 9:26

RECEIVED
00 MAY -5 AM 11:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK
5/5

**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.

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 MAY 15 AM 9:26

1. KAHAN GALLERY, 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 county under the law of which it is incorporated)

3. N/A

(FEI number, if applicable)

4. March 24, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing

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

7. 922 Madison Avenue, New York, NY 10021

(Current mailing address)

8. The business which the corporation proposes to do in the State of Florida is as follows: to engage in any activity permitted by the laws of Delaware for which corporations may be organized under the Florida Business Corporation Act.

(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

Florida

, 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: Laura R. [Signature]

(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 address of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Jason Kahan

Address: 922 Madison Avenue, New York, NY 10021

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -5 AM 9:26

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

President: Jason Kahan

Address: 922 Madison Avenue, New York, NY 10021

Vice Chairman: N/A

Address: _____

Secretary: Noelle G. Kahan

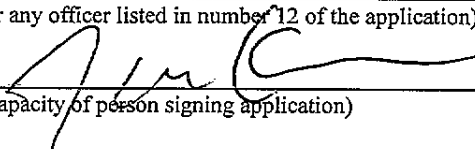
Address: 922 Madison Avenue, New York, NY 10021

Treasurer: Jason Kahan

Address: 922 Madison Avenue, New York, NY 10021

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. Jason Kahan, President 
(Typed or printed name and capacity of person signing application)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 MAY -5 AM 9:26

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KAHAN GALLERY, 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 FOURTEENTH DAY OF APRIL, A.D. 2000.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -5 AM 9:26



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3196640 8300

AUTHENTICATION: 00382296

001191879

DATE: 04-14-00