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ACCOUNT NO. : 072100000032

REFERENCE : 691056 4336896

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizzit

ORDER DATE : May 9, 2000

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ORDER TIME : 11:43 AM

ORDER NO. : 691056-005 ***FILE FIRST***

CUSTOMER NO: 4336896

CUSTOMER: Ms. Amy E. Schultz
Thaler & Thaler
700 N. Olive Ave.

West Palm Beach, FL 33401

FOREIGN FILINGS

NAME: ALBERT COHEN FAMILY
MANAGEMENT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
00 MAY 10 PM 12:53
00 MAY 10 PM 12:12

BH
5/10

**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. ALBERT COHEN FAMILY MANAGEMENT, 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. 65-0733486

(FEI number, if applicable)

4. 10/20/97

(Date of incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION

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

7. 3802 NE 207 ST #601

N MIAMI BEACH, FL 33180

(Current mailing address)

8. MANAGEMENT

(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: AMY E SCHULTZ

Office Address: 700 N. OLIVE AVE

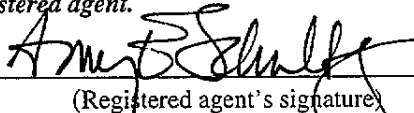
WEST PALM BEACH

, Florida, 33401

(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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 10 PM 12:53

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
STATE
DEPARTMENT OF CORPORATIONS
00 MAY 10 PM 12:53

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

President: DR ALBERT COHEN, MD

Address: 3802 NE 207 ST #601

N MIAMI BEACH, FL 33180

Vice President: _____

Address: _____

Secretary: SHIRLEY COHEN

Address: 3802 NE 207 ST #601

N MIAMI BEACH, FL 33180

Treasurer: _____

Address: _____

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

13. Albert Cohen, MD
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ALBERT COHEN, MD PRESIDENT
(Typed or printed name and capacity of person signing application)

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 "ALBERT COHEN FAMILY MANAGEMENT, 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 NINTH DAY OF MAY, 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.

RECEIVED
DIVISION OF CORPORATIONS
MAY 10 PM 12:53




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0426583

DATE: 05-09-00