



# F00000003204

ACCOUNT NO. : 072100000032

REFERENCE : 720650 4804827

AUTHORIZATION :

*Patricia Piguts*

COST LIMIT : \$ 78.75

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN -6 PM 1:12

ORDER DATE : June 5, 2000

ORDER TIME : 11:01 AM

ORDER NO. : 720650-005

CUSTOMER NO: 4804827

200003278302--7

CUSTOMER: Jonathan Sternberg, Legal Asst  
Squadron Ellenoff Present &  
551 Fifth Avenue

New York, NY 10176

FOREIGN FILINGS

NAME: STOCKTALKTRAVEL.COM, INC.

*(Handwritten mark)*

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN -6 PM 1:12

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Pollye Janisse

RECEIVED  
00 JUN -6 PM 12:13  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Handwritten signature/initials*

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED IN STATE  
SECRETARY OF CORPORATIONS  
00 JUN - 07 PM 1:12

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. STOCKTALKTRAVEL.COM, 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. \_\_\_\_\_

(FEI number, if applicable)

4. 11/29/99

(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. 225 N.E. Mizner Boulevard, Suite 150

Boca Raton, FL 33432

(Current mailing address)

To engage in any lawful actor activity for which corporations may be qualified under the Florida Business Corporation Act.

8. \_\_\_\_\_

(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

Tallahassee, 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.

By: Corporation Service Company

Vicki Schreiber  
(Registered agent's signature)

Vicki Schreiber- Asst. V.P.

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)

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN -6 PM 1:12

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

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

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

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

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

Director: Eric J. Barash

Address: 7958 Exeter Boulevard West

Tamarac, FL 33321

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

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

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

President: Eric J. Barash

Address: 7958 Exeter Boulevard West

Tamarac, FL 33321

Vice President: \_\_\_\_\_

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

Secretary: Kenneth P. Friedman

Address: 5970 Citrine Court

Boynton Beach, FL 33437

Treasurer: Kenneth P. Friedman

Address: 5970 Citrine Court

Boynton Beach, FL 33437

**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. Eric J. Barash, President

(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN -6 PM 1:12

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STOCKTALKTRAVEL.COM, 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 FIETH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "STOCKTALKTRAVEL.COM, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 1999.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

3125930 8300

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AUTHENTICATION: 0478404  
DATE: 06-05-00