

Document Number Only

**F00000003326**

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
850-222-1092

DATE: 5/17

200003255832--0  
-05/17/00--01038--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Corporation(s) Name

200003255832--0  
-05/17/00--01038--016  
\*\*\*\*\*17.50 \*\*\*\*\*17.50

Zethus, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC	<input type="checkbox"/> Withdrawal	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> UBR	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Ch. RA
<input type="checkbox"/> UCC <input type="checkbox"/> 1 or <input type="checkbox"/> 3		

00 MAY 17 PM 1:44

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

\*\*\*Special Instructions\*\*

☒ Certified Copy ☐ Photocopies  
☐ parts/amends/mergers ☐ Other-See Above

☒ CUS

☒ (XXX) Walk in ☐ (XXX) Pick-up ☐ ( ) Will Wait

Please Return Filed Strapped  
Copies To:

Carol Clark

Thank You

RECEIVED  
00 MAY 17 PM 12:08  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 17, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ZETHUS, INC.  
Ref. Number: W00000012886

FILED STATE  
SECRETARY OF CORPORATIONS  
00 MAY 17 PM 1:44

We have received your document for ZETHUS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

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) 487-6914.

To: Buck Kohr  
Corporate Specialist

Letter Number: 500A00027936

*Resolution Attached.  
Please backdate to 5/17/00. TKS  
Carol*

RECEIVED  
00 JUN 12 AM 11:26  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned James A. Hime, do hereby certify that this  
Resolution of the Board of Directors of Zethus, Inc.  
corporation duly organized and existing under the laws of the State of  
Delaware, was duly adopted on \_\_\_\_\_.

Resolved, that Zethus, Inc. organized and  
existing in the State of Delaware hereby adopts the name  
Zethus Real Estate, Inc. for use in Florida.

Dated: JUNE 8, 2000

  
Signature of at least one director

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 17 PM 4:44

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 17 2000 PM 1:44

**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. Zethus, 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 3. Pending  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 11, 2000 5. perpetual  
(Date of incorporation) (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. 85 Broad Street, New York, New York 10004  
(Current mailing address)

8. The purchase and sale of real estate  
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324  
(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.*

C T Corporation System

(Registered agent's signature)

Kevin J. Gallagher  
Asst. Vice President

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 17 PM 1:44

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

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

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

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

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

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

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

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

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

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

President: Steven M. Feldman

Address: 85 Broad Street, New York, New York 10004  
\_\_\_\_\_

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

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

Secretary: Roy I. Lapidus

Address: 85 Broad Street, New York, New York 10004  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

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

**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. Roy I. Lapidus Secretary  
(Typed or printed name and capacity of person signing application)

**List of Directors of Zethus, Inc.**

**Thomas G. Bacon:**

Address: 1177 West Loop South #1200 Houston, Texas 77027:

**James A. Hime:**

Address: 1177 West Loop South #1200 Houston, Texas 77027

**Jeffrey Scott:**

Address: 1275 K Street, NW Suite 900, Washington, DC 20005

**Roy I. Lapidus:**

Address: 85 Broad Street New York, New York 10004

**Steven M. Feldman:**

Address: 85 Broad Street New York, New York 10004

**Paul Milosevich:**

Business Address: 100 Crescent Court, Suite 1000 Dallas, Texas 75201

**Eric Chiang:**

Business Address: 85 Broad Street New York, New York 10004

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 17 PM 1:44

**List of Officers of Zethus, Inc.**

Thomas G. Bacon  
President

Leasing Division  
Zethus, Inc.

Office Address

1177 West Loop South  
Suite 1700  
Houston, TX 77027

Home Address

5135 Bayou Timber  
Houston, TX 77056

James A. Hime  
Chief Executive Officer  
Zethus, Inc.

Office Address

1177 West Loop South  
Suite 1700  
Houston, TX 77027

Tel 713.840.8400

Home Address

5342 Bordley  
Houston, TX 77056

Christopher D. Hughes  
Senior Vice President  
Sales Standards  
Zethus, Inc.

Office Address

1275 K Street, NW  
Suite 900  
Washington, DC 20005

Home Address

2211 49th Street, NW  
Washington, DC 20007

Ann M. Kifer  
Senior Vice President  
Marketing Communications  
Zethus, Inc.

Office Address

1177 West Loop South  
Suite 1700  
Houston, TX 77027

Home Address

506 Fall River Road  
Houston, TX 77024

Bahram Motamedian

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 17 PM 1:44

Vice President  
Research  
Zethus, Inc.  
Office Address  
1177 West Loop South  
Suite 1700  
Houston, TX 77027  
Home Address  
1412 Woodhollow  
Apt. 9404  
Houston, TX 77057

Jeffrey A. Scott  
President  
Sales Division  
Zethus, Inc.  
Office Address  
1275 K Street, NW  
Suite 900  
Washington, DC 20005  
Home Address  
402 Colin Lane, NW  
Vienna, VA 22180

Frank J. Sullivan  
Principal  
Sales Division  
Zethus, Inc.  
(Business Address to Come)  
Home Address  
10 Topping Lane  
Norwalk, CT 06854

Jeffrey Walker  
Chief Counsel  
Senior Vice President  
Business Development  
Zethus, Inc.  
(Business Address to Come)  
Temp Office Tel 212.484.3955  
Home Address  
42 N. Chatsworth Avenue  
Larchmont, NY 10538

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 17 PM 1:44



*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 "ZETHUS, 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 FIFTEENTH DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
STATE  
SECRETARY OF  
DIVISION OF CORPORATIONS  
00 MAY 17 PM 1:13



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

3157304 8300

001246563

AUTHENTICATION:

0438652

DATE:

05-15-00