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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MyShoppingCenter.com, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ellen R. Widom, Paralegal

(Name of Person)

Kluger, Peretz, Kaplan & Berlin, P.A.

(Firm/Company)

201 S. Biscayne Blvd., #1700

(Address)

Miami, Florida 33131

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Ellen R. Widom

(Name of Person)

305 341-3044

at ()

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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*****78.75 *****78.75

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TALLAHASSEE, FL 32314

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APPLICATION BY MyShoppingCenter.com, INC.

FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

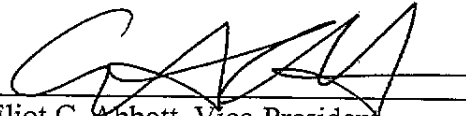
In compliance with Section 607.1503, Florida Statutes, the following is submitted to register MyShoppingCenter.com, Inc., a foreign corporation, to transact business in the state of Florida.

1. The name of the corporation is MyShoppingCenter.com, Inc. (the "Corporation").
2. The Corporation is incorporated under the laws of the state of Delaware.
3. The FEI number is 65-0993235.
4. The Corporation was incorporated on February 1, 2000.
5. The Corporation's duration is perpetual.
6. The Corporation first transacted business in Florida on March 1, 2000.
7. The Corporation's current mailing address is c/o Eliot C. Abbott, Esq., 201 So. Biscayne Boulevard, Suite 1700, Miami, Florida 33131.
8. The purpose of the Corporation authorized in Delaware to be carried out in Florida is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
9. The name and street address of the Florida registered agent is:

**Miami Center Registered Agents, Inc.
201 So. Biscayne Boulevard, Suite 1700
Miami, Florida 33131**

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.



Eliot C. Abbott, Vice-President
Miami Center Registered Agents, Inc.

10. 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.

11. The names and addresses of the officers and/or directors are:

A. DIRECTORS:

Chaim Katzman
1600 NE Miami Gardens Drive, Suite 200
North Miami Beach, Florida 33179

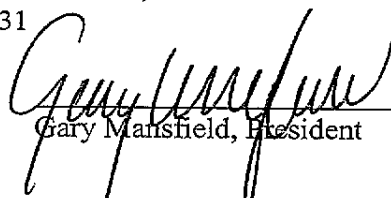
Jack Smith
1600 NE Miami Gardens Drive, Suite 200
North Miami Beach, Florida 33179

Gary Mansfield
1600 NE Miami Gardens Drive, Suite 200
North Miami Beach, Florida 33179

B. OFFICERS:

Gary Mansfield, President
1600 NE Miami Gardens Drive, Suite 200
North Miami Beach, Florida 33179

Eliot C. Abbott, Secretary/Treasurer
201 South Biscayne Boulevard, Suite 1700
Miami, Florida 33131



Gary Mansfield, President

RECEIVED
JUN 15 2006
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MYSHOPPINGCENTER.COM, INC." WAS INCORPORATED ON THE FIRST DAY OF FEBRUARY, A.D. 2000.

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

RECEIVED
DEPARTMENT OF REVENUE
JUN 15 11 00 AM
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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

06-13-00

DATE: