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COHEN, NORRIS, SCHERER, WEINBERGER & WOLMER

*Attorneys at Law*  
*A Partnership of Professional Associations*

FRED C. COHEN, PA.\*\*  
GREGORY R. COHEN  
BERNARD A. CONKO\*  
DAVID B. NORRIS, PA.  
PETER R. RAY  
ERIC M. SAUERBERG\*  
KYLE A. SILVERMAN\*  
KENNETH J. SCHERER, PA.  
JAMES S. TELEPMAN\*\*\*  
ROBERT M. WEINBERGER, PA.  
BRENT G. WOLMER, PA.

\* Of Counsel  
\*\* Board Certified Real Estate  
\*\*\* Board Certified Business Litigation

712 U.S. HIGHWAY ONE, SUITE 400

P.O. BOX 13146

NORTH PALM BEACH, FLORIDA 33408-7146

TELEPHONE: (561) 844-3600

FACSIMILE: (561) 842-4104

OF COUNSEL:  
RICHARD S. RACHLIN, PA.  
RICHARD S. RACHLIN\*  
CHRISTOPHER KAMMERER

\* Board Certified  
Civil Trial Attorney

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-08/01/00--01010--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

July 26, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Application by Foreign Corporation for Authorization to  
Transact Business in Florida  
**FC HOLDING OF PALM BEACH CORP.**

W-19492  
F-5088

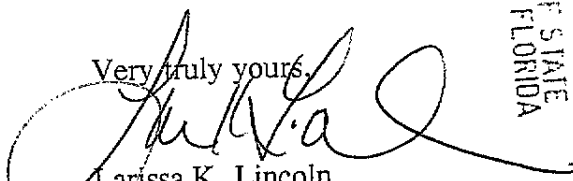
Dear Sir/Madam:

Enclosed please find the original and copy of the application for the above referenced together with a check in the amount of \$78.75 to cover filing fees and certified copy.

I am also attaching a certified copy of a Certificate of Good Standing from the Commonwealth of Virginia. Please note that the corporate name used in Virginia was not available in Florida, therefore we added "of Palm Beach".

Please file this application and send us confirmation of filing same together with the certified copy. Thank you.

Very truly yours,

  
Larissa K. Lincoln  
Legal Assistant

secapplicforeign.ltr  
enclosure

cc: Lawrence R. Schnitt

FILED  
SEP 11 PM 2:56  
TALLAHASSEE FLORIDA

W-19492  
F-5088

7p



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 7, 2000

LARISSA K. LINCOLN, LEGAL ASSISTANTS  
COHEN, NORRIS, SCHERER ET AL.  
PO BOX 13146  
NORTH PALM BEACH, FL 33408-7146

SUBJECT: FC HOLDING OF PALM BEACH CORP.  
Ref. Number: W00000019492

We have received your document for FC HOLDING OF PALM BEACH CORP. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

In order to adopt your alternate name for use in Florida, you must complete and sign the attached resolution form.

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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 900A00042537

00 SEP 11 PM 2:56  
FILED  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

COHEN, NORRIS, SCHERER, WEINBERGER & WOLMER

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OF COUNSEL:

RICHARD S. RACHLIN, P.A.

RICHARD S. RACHLIN\*

LAURA E. ARNOFF

\* Board Certified  
Civil Trial Attorney

GARY A. CHERNAY\*  
FRED C. COHEN, P.A.\*\*  
GREGORY R. COHEN  
BERNARD A. CONKO\*  
DAVID B. NORRIS, P.A.  
PETER R. RAY  
ROBERT B. RABIN  
ERIC M. SAUERBERG\*  
KYLE A. SILVERMAN\*  
KENNETH J. SCHERER, P.A.  
JAMES S. TELEPMAN\*\*\*  
ROBERT M. WEINBERGER, P.A.  
BRENT G. WOLMER, P.A.

\* Of Counsel

\*\* Board Certified Real Estate

\*\*\* Board Certified Business Litigation

September 6, 2000

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Attn: Lee Rivers, Document Specialist

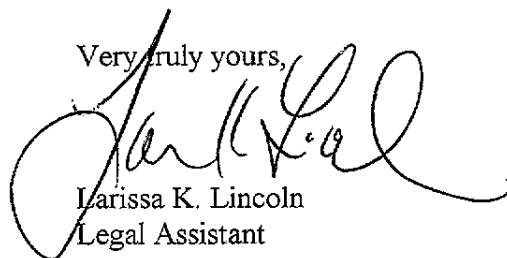
re: FC HOLDING OF PALM BEACH CORP.  
Our File No. 95846.000

Dear Ms. Rivers:

Pursuant to our telephone conversation, enclosed please find a copy of your letter and the executed resolution of the Board of Directors.

Please file the application to transact business in Florida and return the certified copy to the undersigned. Thank you.

Very truly yours,



Larissa K. Lincoln  
Legal Assistant

00 SEP 11 PM 2:56  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FlaDept.StateSchnitt.ltr  
enclosures

cc: Lawrence R. Schnitt

## RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned LAWRENCE R. SCHNITT, do hereby certify  
(Name)

that this Resolution of the Board of Directors of \_\_\_\_\_  
F C HOLDING CORP.  
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Virginia,  
was duly adopted on June 30, 2000

Be it resolved, that F C HOLDING CORP.  
(Corporate Name)

organized and existing in the State of Virginia, hereby adopts the name  
F C HOLDING OF PALM BEACH CORP. for use in Florida

Dated: 8-29-00

  
Signature of either Chairman, Vice Chairman or any officer

LAWRENCE R. SCHNITT

Type or print Name

INHS19(1/00)

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TALLAHASSEE FLORIDA  
SECRETARY OF STATE

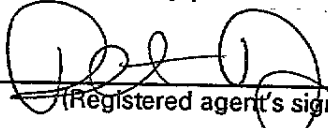
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:*

1. FC HOLDING CORP.  
(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. Virginia  
(State or country under the law of which it is incorporated)
3. 54-1952983  
(FEI number, if applicable)
4. June 11, 1999  
(Date of Incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. when authorized  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1134 Crystal Drive  
Palm Beach Gardens, FL 33418  
(Current mailing address)
8. INTERNET RELATED CONSULTING & BUSINESS WEB SITES  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:  
Name: Peter R. Ray  
Office Address: 712 U.S. Highway One, Ste 400  
North Palm Beach, , Florida , 33408  
(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.

FILED  
00 SEP 11 PM 2:56  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

# Commonwealth of Virginia



## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

FC HOLDING CORP. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is June 11, 1999.

Nothing more is hereby certified.

FILED  
00 SEP 11 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Signed and Sealed at Richmond on this Date:  
May 15, 2000*



*Joel H. Peck*  
Joel H. Peck, Clerk of the Commission

FILED  
00 SEP 11 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

**DIRECTORS**

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

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

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

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

Director: Lawrence R. Schnitt

Address: 1134 CRYSTAL DRIVE

PALM BEACH GARDENS, FL. 33418

Director: Elden Schnitt

Address: 1134 CRYSTAL DRIVE

PALM BEACH GARDENS, FL 33418

**B. OFFICERS**

President: Lawrence R. Schnitt

Address: 1134 CRYSTAL DRIVE

PALM BEACH GARDENS, FL 33418

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

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

Secretary: Elden Schnitt

Address: 1134 CRYSTAL DRIVE

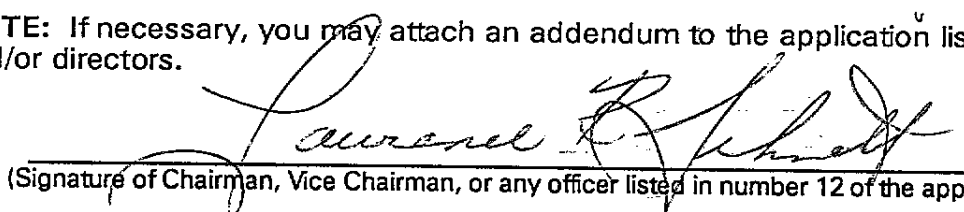
PALM BEACH GARDENS, FL 33418

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.

Lawrence R. Schnitt

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