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*** Board Certified Business Litigation

OF COUNSEL:
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CHRISTOPHER KAMMERER
* Board Certified
Civil Trial Attorney

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*****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

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

WR 9/11

secapplicforeign.ltr
enclosure

cc: Lawrence R. Schnitt

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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* 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

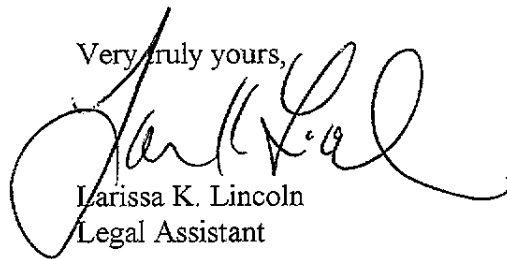
re: FC HOLDING OF PALM BEACH CORP.
Our File No. 95846.000

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

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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)

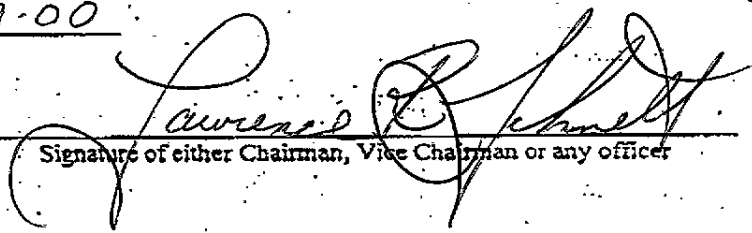
that this Resolution of the Board of Directors of _____
F C HOLDING CORP.
(Corporate Name)

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

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

**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)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.

[Signature]
(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.

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
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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

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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. Lawrence R. Schnitt
(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)