

Document Number Only

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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

CORPORATION(S) NAME

Sangre de Cristo Ranches 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/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input checked="" type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DIVISION OF CORPORATIONS

Name: _____

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Examiner: _____

Updater: _____

Verifier: _____

Acknowledgement: _____

W.P. Verifier: _____

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Order#:

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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. Sangre de Cristo Ranches 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.) Forbes Family Holding Inc. Parent Co.

2. New York 3. 13-5080380
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/29/98 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A-Registering for purposes of direct mail to FLORIDA residents
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 60 Fifth Avenue, New York, NY 10011

(Current mailing address)

8. LAND SALES
(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

Connie Rogers

(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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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TALLAHASSEE

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

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

President: Leonard Yablon

Address: 60 Fifth Avenue

New York, NY 10011

Vice President: Christopher Forbes

Address: 60 Fifth Avenue

New York, NY 10011

Secretary: Robert Forbes VICE PRESIDENT

Address: 60 Fifth Avenue

New York, NY 10011

Treasurer: Sean P. Hegarty VICE PRESIDENT FINANCE & SECRETARY

Address: 60 Fifth Avenue

New York, NY 10011

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. _____

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

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: Joel Redler VICE PRESIDENT/TREASURER

Address: 60 Fifth Avenue
New York, NY 10011

Vice President: Ty Ryland

Address: 60 Fifth Avenue
New York, NY 10011

Secretary: Frank Vigil ASST. SECRETARY

Address: 60 Fifth Avenue
New York, NY 10011

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

SEAN P. HEGARTY
VICE PRESIDENT FINANCE

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of SANGRE DE CRISTO RANCHES INC. was filed on 12/29/1998, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



Witness my hand and the official seal of the Department of State at the City of Albany, this 06th day of November two thousand.

A handwritten signature in cursive script, appearing to read 'J. Leub', is written over a horizontal line.

Special Deputy Secretary of State

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA