CT CO FRATE 00000006900

CORPORATION(S) NAME EverAd, Inc. ******70.00 Profit () Amendment () Nonprofit () Dissolution/Withdrawal Foreign () Mark () Reinstatement () Limited Partnership () Annual Report () Other ()LLC () Name Registration () Change of RA () Fictitious Name () UCC Certified Copy () Photocopies *XCUS () Call When Ready () Call If Problem () After 4:30 (x) Walk In () Will Wait (x) Pick Up () Mail Out Name ... 12/13/00 Order#: Availability Document Examiner Ref#: Updater , Venified W.P. Verifier Amount: \$

660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615 12/13

SECRETARY OF STATE

TRANSMITTAL LETTER

TO: Registration Section Division of Corporations	
SUBJECT: EVERAD, INC. (Name of corporation - must include suffix)	
Dear Sir or Madam:	
The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Elorida". "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:	
KIWON STANDEN, VP LEGAL AFFAIRS	<u> </u>
(Name of Person) EVERAD, INC.	
(Firm/Company)	-
29 BROADWAY (21ST FLOOR)	<u>.</u> -
NEW YORK, NY 10006 (City/State and Zip code)	
For further information concerning this matter, please call:	
Name of Person) at (2/2) 324-9/// (Name of Person) (Area Code & Daytime Telephone Number)	_
(2 mail of 2 miles)	
STREET ADDRESS: Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32399 Tallahassee, FL 32314	
Enclosed is a check for the following amount:	
□ \$70.00 Filing Fee □ \$78.75 Filing Fee & □ \$78.75 Filing Fee & □ \$78.75 Filing Fee & □ \$87.50 Filing Fee, Certificate of Status Certified Copy Certified Copy	&

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

	OREIGN CORPORATION TO TRANSACT BU	VSINESS IN THE STATE OF FLORIDA.
1. EVE	RAD INC.	TALL TALL
(Name of corpo	oration; mu. include the word "INCORPORATEI viations of like import in language as will clearly in	o", "COMPANY", "CORPORATION" of The standard o
natural person	or partnership if not so contained in the name at pr	esent.)
	AWARE3	13-4080526 3
	try under the law of which it is incorporated)	(FEI number, if applicable)
	JST 19, 1999 5 te of incorporation)	PERPETUAL 5 5 5 (Duration: Year corp. will cease to exist or "perpetual")
	ST 1, 2000	
(Date first trans	acted business in Florida. If corporation has not tr (SEE SECTIONS 607.1501, 6	ansacted business in Florida, insert "upon qualification.") 607.1502 and 817.155, F.S.)
7. 1806	O WEST DIXIE H	IGHWAY, AVENTURA, FLA 33160
	(Principal office addres	ss)
29 BR	Current mailing address	IEW YORK, NY 10006
	(Current mailing addres	
8. BRAN	ICH OFFICE	
	(s) of corporation authorized in home state or coun	try to be carried out in state of Florida)
9. Name and <u>st</u>	reet address of Florida registered agent: (F	P.O. Box or Mail Drop Box NOT acceptable)
Name:	CT Corporation System	
	1200 South Pine Island Road	· · · · ·
Office Address:	1200 South Fine Island Road	-
	Plantation	, Florida 33324
	(City)	(Zip code)
Having been nan designated in thi	is application, I hereby accept the appointme	of process for the above stated corporation at the place nt as registered agent and agree to act in this capacity. I
jurther agree to duties, and I am	comply with the provisions of all statutes rel familiar with and accept the obligations of t	ative to the proper and complete performance of my ny position as registered agent.
		Patrick A N1

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.

(Registered agent's signature)

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

A. DIRECTO	ORS
Chairman:	AMIR WEISBERG
Address:	29 BROADWAY (ZIST FL)
	NEW YORK, NY 10006
Vice Chairman:	LINDA LEYINSON
Address:	GRP, 277 PARK AVENUE (19th FL)
	NEW YORK, NY
	ANDREW RUSSELL
Address:	FAST PIYED VENTURES, 645 MADISON AVENUE (22 NO FL
	NEW YORK. NY 10022
Director:	ANGELA PUMO
Address:	29 BROADWAY (215T FL.)
	NEW YORK, NY 10006 ESS
B. OFFICER	RS PEC T
President:	ANGELA PUMO
	REW YORK, NY 10006
	NEW YORK, NY 10006
Vice President:	BENZION ARBEL
Address:	29 BROADWAY (21ST FL)
	NEW YORK, NY 10006
Secretary:	KINION STANDEN
Address:	29 BROADWAY (21ST FL)
Address:	
NOTE: If ne	cessary, 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)
1.4	Benzion Arbel, Chief Operating Officer
14	(Typed or printed name and capacity of person signing application)

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "EVERAD 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 TWELFTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

DO DEC 13 PM 2: 43

3085640 8300

001620437

Edward I. Freel, Secretary of State

AUTHENTICATION: 0847938

DATE: 12-12-00