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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GILMAN PAYROLL CORPORATION
(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:

STEPHEN W. CROPPER

(Name of Person)

GILMAN PAYROLL CORPORATION

(Firm/Company)

111 WEST 50TH STREET

(Address)

NEW YORK, NY 10020

(City/State and Zip code)

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-12/19/00--01001--005

*****70.00 *****70.00

For further information concerning this matter, please call:

STEPHEN W. CROPPER at (212) 246-3300

(Name of Person)

(Area Code & Daytime Telephone Number)

W-29867

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 29 PM 9:07

FILED

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 1/31

mtu



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 21, 2000

STEPHEN W. CROPPER
111 WEST 50TH STREET
NEW YORK, NY 10020

SUBJECT: GILMAN PAYROLL CORPORATION
Ref. Number: W00000029867

We have received your document for GILMAN PAYROLL CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays

00 JAN 29 PM 9:07
SECRET
TALLAHASSEE, FLORIDA

FILED

Document Specialist

Letter Number: 400A00064022

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

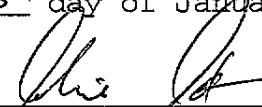
State of Florida)
) : ss
Country of Nassau)

The undersigned, being duly sworn, deposes and
says:

1. I am the registered agent in Florida for Gilman Payroll Corporation, a Delaware corporation, which made an application (the "Application") as a foreign corporation for authorization to transact business in Florida. A copy of said Application is attached hereto.
2. The Application contained erroneous information in item 6 thereof in that item 6 should have been answered "upon qualification" since Gilman Payroll Corporation did not conduct business in Florida prior to qualification pursuant to section 607.1501, 617.1501 or 608.502 Florida Statutes.


Dominick Sorrentino

Sworn to before me this
23rd day of January 2001


Notary Public



FILED
JAN 29 PM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. GILMAN PAYROLL CORPORATION
(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. DELAWARE 3. 13-4039982
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 01/12/99 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 01/12/99
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3823 OWENS ROAD YULEE, FL 32097
(Principal office address)

111 WEST 50TH STREET NEW YORK, NY 10020
(Current mailing address)

8. PAYROLL MANAGEMENT (COMMON PAYMASTER)
(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: DOMINICK SORRENTINO

Office Address: 3823 OWENS ROAD
YULEE, Florida 32097
(City) (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
JAN 29 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: BERNARD D. BERGREEN

Address: 111 WEST 50TH STREET

NEW YORK, NY 10020

Director: NATALIE P. MOODY

Address: 111 WEST 50TH STREET

NEW YORK, NY 10020

B. OFFICERS

President: BERNARD D. BERGREEN

Address: 111 WEST 50TH STREET

NEW YORK, NY 10020

Vice President: NATALIE P. MOODY

Address: 111 WEST 50TH STREET

NEW YORK, NY 10020

Secretary: STEPHEN W. CROPPER

Address: 111 WEST 50TH STREET NEW YORK, NY 10020

Treasurer: _____

Address: _____

FILED
00 JAN 29 PM 9 07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Natalie P. Moody
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DIRECTOR / VP
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GILMAN PAYROLL CORPORATION" 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 SEVENTEENTH DAY OF JANUARY, A.D. 2001.

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.

FILED
00 JAN 29 PM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Secretary of State

2990958 8300

010024933

AUTHENTICATION: 0917873

DATE: 01-17-01