

FROM

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F01000001382

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4003

From:

Account Name : JAM MARK LIMITED

Account Number : I20000000112

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SECRETARY OF STATE
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TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

Scropino, Ltd. Corporation

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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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. Scrupino, Ltd. 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. Cayman Islands

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. March 7, 2001

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.)

7. c/o Holland & Knight LLP, 701 Brickell Ave., Suite 3000

Miami, Florida 33131

(Current mailing address)

8. yacht charter

(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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Intrastate Registered Agent Corporation.

Office Address: 701 Brickell Ave., Suite 3000

Miami

, Florida, 33131

(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.

INTRASTATE REGISTERED AGENT CORPORATION

By: Steven H. Hagen

(Registered agent's signature)

Steven H. Hagen, Vice President

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.

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

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

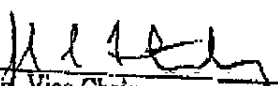
Secretary: _____

Address: _____

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. Joseph S. Steinberg, President
(Typed or printed name and capacity of person signing application)

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**RIDER
OFFICERS/DIRECTORS
OF
SCROPINO, LTD.**

President and Director:

Joseph S. Steinberg
c/o 701 Brickell Ave.
Suite 3000
Miami, Florida 33131

Director:

Morton M. Steinberg
c/o 701 Brickell Ave.
Suite 3000
Miami, Florida 33131

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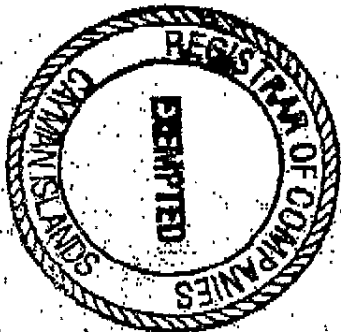
CR-108593

Certificate of Good Standing
TO WHOM IT MAY CONCERN

I DO HEREBY CERTIFY that

Seraphine, Ltd.

a company duly organized and existing under and by virtue of the Laws of The Cayman Islands
is at the date of this certificate in Good Standing with the office, and duly authorized to
exercise therein all the powers vested in the company.



Given under my hand and Seal at George Town in the
Island of Grand Cayman the Eighth Day of March
Two Thousand One

[Signature]
An Authorised Officer,
Registry of Companies,
Cayman Islands, B.W.I.