



FOI 000002668

ACCOUNT NO. : 072100000032

REFERENCE : 136247 4305304

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
01 MAY 17 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 2, 2001

ORDER TIME : 9:47 AM

ORDER NO. : 136247-010

CUSTOMER NO: 4305304

CUSTOMER: Lisa P. Parker, Esq
Hellring, Lindeman, Goldstein
One Gateway Center

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Newark, NJ 07102

FOREIGN FILINGS

NAME: ENVIRONMENTAL LIGHTING
CONCEPTS INC.

6

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- XX CERTIFICATE OF GOOD STANDING

BK

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 17 11:01 AM
NOT RECORDED
TO AVOID DELAY
SUFFICIENCY OF FILING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

TRANSMITTAL LETTER

FILED
01 MAY 17 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Environmental Lighting Concepts, Inc.
(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:

Lisa P. Parker, Esquire

(Name of Person)

Hellring Lindeman Goldstein & Siegal LLP

(Firm/Company)

One Gateway Center

(Address)

Newark, New Jersey 07102

(City/State and Zip code)

For further information concerning this matter, please call:

Lisa P. Parker at (973) 621-9020
(Name of Person) (Area Code & Daytime Telephone Number)

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

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

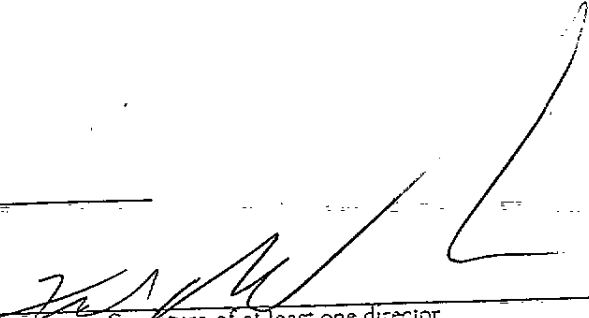
RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Fred Mendelsohn, do hereby certify
that this Resolution of the Board of Directors of Environmental Lighting Concepts, Inc.

a corporation duly organized and existing under the laws of the State of Delaware
was duly adopted on May 4, ~~19~~ 2001.

Resolved, that Environmental Lighting Concepts, Inc., organized
and existing in the State of Delaware, hereby adopts the
name Environmental Lighting Concepts, Inc. (Delaware)
for use in Florida.

Dated: May, 2001


Signature of at least one director
Fred Mendelsohn

NHS19(3/95)

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.

01 MAY 17 PM 1:13 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA

- 1. Environmental Lighting Concepts, 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.)
2. Delaware (State or country under the law of which it is incorporated)
3. 51-040-9049 (FEI number, if applicable)
4. August 10, 2000 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. The corporation has not transacted business in Florida. (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. 1214 West Cass Street (Principal office address) Tampa, Florida 33606 (Current mailing address)

8. Wholesale sale of lighting fixtures and related products (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: Corporation Service Company Office Address: 1201 Rays Street Tallahassee, Florida 32301 (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.

Corporation Service Company Tabatha Miller Asst VP (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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ~~See attached officers/directors rider~~ Fred Mendelsohn

Address: 5402 Burchett Road, Tampa, Florida 33647

Vice Chairman:

Address:

Director: Philip Mendelsohn

Address: 9318 Heritage Oak Court

Tampa, Florida 33647

Director:

Address:

B. OFFICERS

President: ~~See attached officers/directors rider~~ Fred Mendelsohn
& Treasurer

Address: 5402 Burchett Road, Tampa, Florida 33647

Vice President: Philip Mendelsohn
& Secretary

Address: 9318 Heritage Oak Court, Tampa, Florida 33647

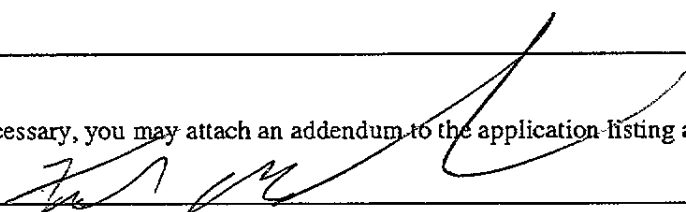
Secretary:

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. Fred Mendelsohn, President
(Typed or printed name and capacity of person signing application)

01 MAY 17 PM 4:13
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "ENVIRONMENTAL LIGHTING CONCEPTS, 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 SECOND DAY OF MAY, A.D. 2001.

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

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

FILED
MAY 17 PM 1:13
SECRETARY OF STATE
HARRIET SMITH WINDSOR



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3269156 8300

AUTHENTICATION: 1111811

010210955

DATE: 05-02-01