F01000005431

Capitol Services, Inc.

1406 Hays St., Suite 2

Tallahassee, FL 32301 (850) 878-4734
Kathi or Brent

Office Use Only

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Ziment Group, Inc. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

4 BK

☒ Walk in ☒ Pick up time 10/17 ☒ Certified Copy

☐ Mail Out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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-10/18/01--01011--003
*****78.75 *****78.75

NEW FILINGS

☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

AMENDMENTS

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTRATION/QUALIFICATION

☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

CR2E031(7/97)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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TALLAHASSEE, 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. Ziment Group 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. DE
(State or country under the law of which it is incorporated)

3. 13-4172170
(FEI number, if applicable)

4. April 16, 2001
(Date of incorporation)

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

6. UPON QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 162 Fifth Avenue
New York, NY 10010
(Current mailing address)

8. Advertising
(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: United Corporate Services

Office Address: 9200 South Dadeland Boulevard, Suite 508

Miami, Florida, 33156
(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.

United Corporation Services, Inc.
Pres.
(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, FLORIDA

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

Chairman: ____________________

Address: ____________________

Vice Chairman: ____________________

Address: ____________________

Director: David Jenkins
Address: 125 Park Avenue, 4th Floor
New York, New York 10017

Director: Thomas O. Neuman
Address: 125 Park Avenue, 4th Floor
New York, New York 10017

Director: Robert Botell
Address: 125 Park Avenue, 4th Floor
New York, New York 10017

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

President: Robert Botell
Address: 125 Park Avenue, 4th Floor
New York, New York 10017

Vice President: Senior Vice President - Taxes: Thomas O. Neuman
Address: 125 Park Avenue, 4th Floor
New York, New York 10017

Vice President: Judith Ziment
162 Fifth Avenue
New York, New York 10010

Secretary: Mary Ellen Howe
Address: 125 Park Avenue, 4th Floor
New York, New York 10017

Vice President: Michael Schlegal
425 Post Road
Fairfield, Connecticut 06430

Treasurer: ____________________

Address: ____________________

Vice President: Cynthia Schlegal
425 Post Road
Fairfield, Connecticut 06430

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

13. Mary E. Howe
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mary Ellen Howe, Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZIMENT GROUP 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 ELEVENTH DAY OF OCTOBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ZIMENT GROUP INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF APRIL, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1386098

DATE: 10-11-01