

Nov. 15, 2001 1:26PM ns

No. 4723 EP. 1/4xf2

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : BERMAN WOLFE RENNERT VOGEL & MANDLER, P.A.

Account Number : 076103002011

Phone : (305)577-4177

Fax Number : (305)373-6036

AL

FOREIGN PROFIT QUALIFICATION

MD-MGR, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	02
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 NOV 15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FAX AUDIT NUMBER: H01000114316 2**

**APPLICATION BY FOREIGN CORPORATION  
FOR AUTHORIZATION TO  
TRANSACTION 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. The name of the corporation is: **MD-MGR, Inc.**
2. The corporation was incorporated under the laws of the State of **Delaware** on **November 14, 2001.**
3. The date the corporation first transacted business in Florida was on **November 14, 2001.**
4. The duration of the corporation is **perpetual.**
5. The principal and mailing address of the corporation is: **One Odell Plaza, Yonkers, New York, 10701.**
6. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the State of Delaware and as permitted in the State of Florida.
7. The name and address of the registered agent and registered office of the corporation in the State of Florida is:

Registered Agents of Florida, LLC  
100 Southeast Second Street, Suite 3500  
Miami, Florida 33131

8. Having been named as registered agent 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 relating 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 AGENTS OF FLORIDA, LLC**

By: Charles J. Rennert  
Charles J. Rennert, Vice President

9. Attached is a certificate of good standing duly authenticated not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State of Delaware.

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10. Names and Addresses of officers and directors of the corporation:

**A. Directors**

<u>Name</u>	<u>Address</u>
Robert MacFarlane	One Odell Plaza, Yonkers, New York 10701
Robert Kohn	One Odell Plaza, Yonkers, New York 10701

**B. Officers**

<u>Name</u>	<u>Address</u>
Robert MacFarlane	One Odell Plaza, Yonkers, New York 10701
Robert Kohn	One Odell Plaza, Yonkers, New York 10701

IN WITNESS WHEREOF, the undersigned has duly executed this Application this 14<sup>th</sup> day of November 2001.

MD-MGR, INC., a Delaware corporation

By:   
Name: Robert MacFarlane  
Title: Vice President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*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 "MD-MGR, 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 FIFTEENTH DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MD-MGR, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2001.

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

01 NOV 15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3457027 8300

AUTHENTICATION: 1448889

010579352

DATE: 11-15-01

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