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ACCOUNT NO. : 072100000032

REFERENCE : 496817 5062203

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 29, 2001

ORDER TIME : 10:59 AM

ORDER NO. : 496817-005

CUSTOMER NO: 5062203

CUSTOMER: Ms. Allyson Kasetta
Wolf, Block, Schorr &
250 Park Avenue
Suite 1000
New York, NY 10177

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DEPARTMENT OF STATE
DIVISION OF CONSULAR AFFAIRS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: CIBAT FINANCIAL INC.

200004700092--0

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

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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. Cibat Financial 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. November 16, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. Upon Qualification
(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. Aventura Corporate Center, 20801 Biscayne Blvd, Suite #403, Aventura, FL 33180
(Principal office address)
Aventura Corporate Center, 20801 Biscayne Blvd, Suite #403, Aventura, FL 33180
(Current mailing address)

8. Financial Consulting and Marketing Services
(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)

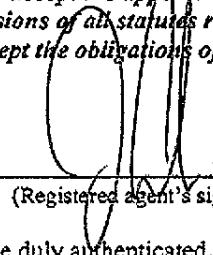
Name: Joe Ackerman

Office Address: 20801 Biscayne Blvd, Suite #403

Aventura Florida 33180
(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.

Joe Ackerman



(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.

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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.

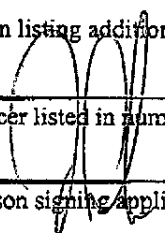
13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Joe Ackerman, President

(Typed or printed name and capacity of person signing application)



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TALLAHASSEE, FLORIDA

**OFFICERS/DIRECTORS RIDER
CIBAT FINANCIAL INC.**

DIRECTORS:

Name: Joe Ackerman
Address: Aventura Corporate Center, 20801 Biscayne Blvd.,
Suite #403, Aventura, FL 33180

Name: Michael C. Aron
Address: Aventura Corporate Center, 20801 Biscayne Blvd.,
Suite #403, Aventura, FL 33180

Name: Craig Rimer
Address: Aventura Corporate Center, 20801 Biscayne Blvd.,
Suite #403, Aventura, FL 33180

OFFICERS:

Name: Joe Ackerman
Title: President and Secretary
Address: Aventura Corporate Center, 20801 Biscayne Blvd.,
Suite #403, Aventura, FL 33180

State of Delaware
Office of the Secretary of State

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TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CIBAT FINANCIAL 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 TWENTY-NINTH DAY OF NOVEMBER, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3459039 8300

AUTHENTICATION: 1470655

010605281

DATE: 11-29-01