

CT CORPORATION SYSTEM

F01000006651

CORPORATION(S) NAME

Cohen Brown Management Group, Inc.

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FILED
01 DEC 31 PM 4:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
01 DEC 31 PM 3:26
DIVISION OF CORPORATION

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/31/01

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Ref#: _____

kf

Amount: \$ _____

F01-6651
QR

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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. Cohen Brown Management 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. California

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

3. 95-337-2818

(FEI number, if applicable)

4. 05/08/79

(Date of incorporation)

5. Perpetual

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

6. 01/01/2001

(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. 11444 W. Olympic Blvd. 5th Floor, Los Angeles, CA 90064

(Principal office address)

same

(Current mailing address)

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TALLAHASSEE, FLORIDA

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consulting and training, education

8. _____
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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.

By: David I. Farber

C T Corporation System

DAVID I. FARBER
ASSISTANT SECRETARY

(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: Edward G. Brown

Address: 11444 W. Olympic Blvd. 5th Floor
Los Angeles, CA 90064

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

SEE ATTACHMENT

President: _____

Address: _____

Vice President: Lora Ricca

Address: 11444 W. Olympic Blvd. 5th Floor
Los Angeles, CA 90064

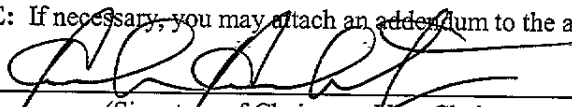
Secretary: _____

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. Ruben S. Rubinstein, CPA Chief Financial Officer
(Typed or printed name and capacity of person signing application)

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida

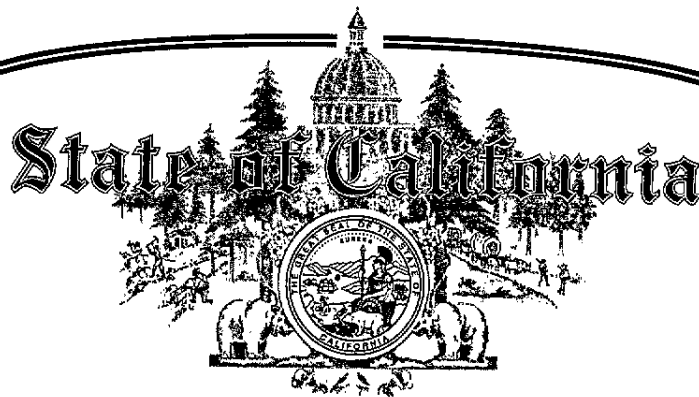
Officers & Directors

1. Full Name: Edward G. Brown
Officer/Director: Officer, Director
Officer's Title: Co-Chief Executive Officer
Director's Title: Chairman
Business Address: 11444 W. Olympic Blvd. 5th Floor
City: Los Angeles
State: CA
ZIP Code: 90064
2. Full Name: Martin L. Cohen, M.D.
Officer/Director: Officer, Director
Officer's Title: Co-Chief Executive Officer
Director's Title: Chairman
Business Address: 11444 W. Olympic Blvd. 5th Floor
City: Los Angeles
State: CA
ZIP Code: 90064
3. Full Name: Lora Ricca
Officer/Director: Officer
Officer's Title: Executive Vice President
Business Address: 11444 W. Olympic Blvd. 5th Floor
City: Los Angeles
State: CA
ZIP Code: 90064
4. Full Name: Ruben S. Rubinstein, CPA
Officer/Director: Officer
Officer's Title: Chief Financial Officer
Business Address: 11444 W. Olympic Blvd. 5th Floor
City: Los Angeles
State: CA
ZIP Code: 90064

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TALLAHASSEE, FLORIDA

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**SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **8TH day of MAY, 1979, COHEN-BROWN MANAGEMENT GROUP, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of December 27, 2001.



Bill Jones
— BILL JONES
Secretary of State