

ET CORPORATION

F02000000441

CORPORATION(S) NAME

Congas, Inc.

0

FILED
02 JAN 16 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(7)

RECEIVED
02 JAN 16 AM 11:20
DIVISION OF CORPORATION

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
	<input type="checkbox"/> Photocopies	
<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 _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/16/02

Order#: 5054862

Ref#: _____

Amount: \$ _____

BK

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

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-01/16/02--01060--005
*****70.00 *****70.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 16, 2002

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: CONGAS, INC.

Ref. Number: W02000001409

FILED
02 JAN 16 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CONGAS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO. ✓

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 302A00002363

RECEIVED
JAN 16 2002
FROM ASHLEY M. ECT Tallahassee

please refile
and back date!

1/25/02

SECRETARY'S CERTIFICATE

CONGAS, INC.

I, James O. Wilhelm, Secretary of Congas, Inc. (the "Corporation") do hereby certify that the following resolutions were duly adopted in haec verba by Unanimous Consent of Directors of the Corporation, dated as of December 19, 2001, and that the resolutions have not been revoked or rescinded and remain in full force and effect:

WHEREAS, the Corporation has determined that it is in the best interest of the Corporation to register the Corporation as a foreign corporation to transact business in the State of Florida; and

WHEREAS, the Corporation has been informed by the Division of Corporations in Florida that the corporate name "Congas, Inc." is not available for use in the State of Florida and that if the Corporation desires to transact business in the State of Florida it must do so under a different name;

NOW, THEREFORE, it is hereby

RESOLVED, that the Corporation be, and it hereby is, authorized and directed to register the Corporation as a foreign corporation in the State of Florida to transact business in said state and hereby adopts the name "Florcon Company," for use in Florida; and it is hereby

FURTHER RESOLVED, that the Secretary of the Corporation be, and he hereby is, authorized and directed to take all such action as may be necessary or desirable in order to carry out the full intent and purposes of the foregoing resolution.

IN WITNESS WHEREOF, I have signed this certificate and affixed hereto the corporate seal as of January 25, 2002.

STATE OF NEW YORK)

COUNTY OF NEW YORK)

ss.:)

James O. Wilhelm
James O. Wilhelm
Secretary

On the 25th day of January in the year 2002 before me, the undersigned, a Notary Public in and for said state, personally appeared James O. Wilhelm, personally known to me or proved to me on the basis of satisfactory evidence to be the Secretary of Congas, Inc., that he signed the foregoing instrument in such capacity; that he knows the corporate seal of such corporation; that the seal affixed to the foregoing instrument is such corporate seal; that it was so affixed pursuant to the authority granted by the board of directors of such corporation, and that he signed his name thereto by like authority.

Fernando G. Yannopoulos
FERNANDO G. YANNOPOULOS
NOTARY PUBLIC, State of New York
No. 01YA5035595
Qualified in New York County
Commission Expires November 7, 2002

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

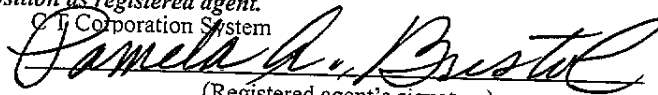
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. Congas, 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. 13-4201342
(FEI number, if applicable)
4. December 17, 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. 31 West 52nd Street, New York, NY 10019
(Current mailing address)
8. loan workout
(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, 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.

C T Corporation System

(Registered agent's signature)
Pamela A. Bristol

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)

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

Chairman: Please see attached sheet.

Address: No Chairman designated.

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Please see attached sheet.

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

14. James O. Wilhelm, Secretary

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

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TALLAHASSEE, FLORIDA

Item No. 12

The names and addresses of the current directors and officers of Congas, Inc. are:

Directors

Robert D. Burns	31 West 52 nd Street, New York, NY 10019
Gregory B. Hartch	31 West 52 nd Street, New York, NY 10019
Donna M. Milrod	31 West 52 nd Street, New York, NY 10019

Officers

Donna M. Milrod, President	31 West 52 nd Street, New York, NY 10019
Douglas R. Barnard, Managing Director*	31 West 52 nd Street, New York, NY 10019
Richard W. Ferguson, Managing Director* & Treasurer	31 West 52 nd Street, New York, NY 10019
Robert D. Burns, Director*	31 West 52 nd Street, New York, NY 10019
Larry W. Carlson, Vice President	31 West 52 nd Street, New York, NY 10019
Cheryl Davidson, Vice President	31 West 52 nd Street, New York, NY 10019
Peter C. Fahey, Assistant Vice President	31 West 52 nd Street, New York, NY 10019
James O. Wilhelm, Secretary	31 West 52 nd Street, New York, NY 10019
Barbara J. Shachnow, Assistant Secretary	31 West 52 nd Street, New York, NY 10019

Officers for purposes of signing tax forms and related documents:

Joseph Cassidy, Managing Director*	60 Wall Street, New York, NY 10005
Harry P. Montgomery, Managing Director*	60 Wall Street, New York, NY 10005
Joseph DiGrazia, Director*	60 Wall Street, New York, NY 10005
Martin Linzer, Director*	60 Wall Street, New York, NY 10005

*Officer Titles

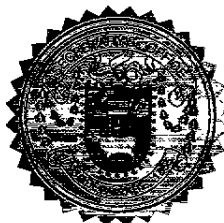
Delaware

The First State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONGAS, 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 JANUARY, 2002. AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
02 JAN 16 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3469464 8300

020028127

AUTHENTICATION: 1560611

DATE: 01-15-02