

RUTHERFORD, MULHALL & WARGO

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

GEORGE M. BAKALAR
JUDY BARRINGER BONEVAC
ROBERT B. BURR
JOYCE A. CONWAY
ALAN L. GOODMAN
MURRAY HUDSON
CORINNE B. KAHN 4
ROBIN J. KING
JOSEPH M. LANDOLFI, JR.
LAURA A. McLOUGHLIN
STEPHEN A. MENDELSON 5
JOHN T. MULHALL III 6
STEVEN SLOANE NEWBURGH
MARK L. NOWAK 2
SHERYL T. ROSENBLUM
CHARLES E. RUTHERFORD 1, 3
SCOTT J. TOPOLSKI 4, 5
SCOTT G. WALLACE
MICHAEL E. WARGO *
ROBERT L. WUNKER

BOCA RATON OFFICE
FOUNTAIN SQUARE I, FOURTH FLOOR
2600 NORTH MILITARY TRAIL
BOCA RATON, FL 33431-6348

TELEPHONE: 561.241.1600

FACSIMILE: 561.241.3815

E-MAIL: rmw@rmwlaw.com

INTERNET: <http://www.rmwlaw.com>

ALSO MEMBER:

- 1 COLORADO BAR
- 2 MASSACHUSETTS BAR
- 3 MICHIGAN BAR
- 4 NEW JERSEY BAR
- 5 NEW YORK BAR
- 6 PENNSYLVANIA BAR

* CERTIFIED CIRCUIT COURT
CIVIL MEDIATOR

REPLY TO:

☑ BOCA RATON OFFICE

December 28, 2001

VIA FEDERAL EXPRESS
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

F0200000478

Re: Authorizations to Transact Business in Florida
Our File No. 5904.002

700004745067--4
-12/31/01--01065--001
*****78.75 *****78.75

To Whom It May Concern:

Enclosed for filing, please find the following:

1. Authorization By Foreign Corporation For Authorization To Transact Business in Florida for Masters Research Partners, Inc., together with the filing fee of \$78.75;
2. Application By Foreign Limited Partnership for Authorization to Transact Business in Florida for Masters Research Partners, L.P., together with the filing fee of \$1,785;
3. Application By Foreign Limited Liability Company for Authorization to Transact Business in Florida for Masters Research Partners, LLC, together with the filing fee of \$155.

Please return the certified copies to me at the Boca Raton address above. If you have any questions with regard to any of the above, please do not hesitate to contact me. Thank you.

Very truly yours,



Stephen A. Mendelsohn
For the Firm

SAM/dmk
Enclosures

FILED
JAN 29 PM 1:23
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
3



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 14, 2002

STEPHEN A. MENDELSON
RUTHERFORD MULHALL & WARGO
2600 N MILITARY TRAIL 4TH FLOOR
BOCA RATON, FL 33431-6348

SUBJECT: MASTERS RESEARCH PARTNERS, INC.
Ref. Number: W02000001020

We have received your document for MASTERS RESEARCH PARTNERS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return 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) 245-6043.

Shawn Logan
Document Specialist

Letter Number: 802A00001770

FILED
2002 JAN 29 PM 1:23
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Fax Audit Number: _____

**AUTHORIZATION 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. MASTERS RESEARCH PARTNERS, 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. 65-1036893 (FEI number, if applicable)

4. August 29, 2000 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. October 1, 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. 225 NE Mizner Blvd, Suite 500, Boca Raton, Florida 33432
(Principal office address)

225 NE Mizner Blvd, Suite 500, Boca Raton, Florida 33432
(Current mailing address)

8. Investment Fund
(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:**
Rutherford Mulhall & Wargo, P.A., 2600 N. Military Trail, 4th Floor, Boca Raton, FL 33431

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.

Registered Agent's signature: 
Stephen A. Mendelsohn, On behalf of
Rutherford, Mulhall & Wargo, as Registered Agent

FILED
2002 JAN 29 PM 11:00
TALLAHASSEE, FLORIDA
OFFICE OF THE SECRETARY OF STATE

Fax Audit No. _____

Fax Audit Number: _____

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 address of officers and/or directors:

A. DIRECTORS:

Chairman/: Gary Rubin

Director _____

Address: 225 NE Mizner Blvd, Suite 500, Boca Raton, FL 33432

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS:

President: Gary Rubin

Address: 225 NE Mizner Blvd, Suite 500, Boca Raton, FL 33432

Vice President: Gary Kay

Address: 225 NE Mizner Blvd, Suite 500, Boca Raton, FL 33432

Secretary: Gary Kay

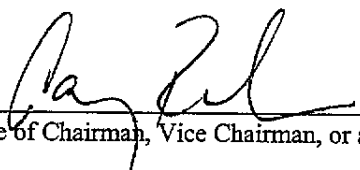
Address: 225 NE Mizner Blvd, Suite 500, Boca Raton, FL 33432

Treasurer: Gary Rubin

Address: 225 NE Mizner Blvd, Suite 500, Boca Raton, FL 33432

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2002 JAN 29 PM 1:23
DIVISION OF CORPORATIONS
ALLAHADISE, FLORIDA

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 this application)

14. Gary Rubin, President
(Typed or printed name and capacity of person signing application)

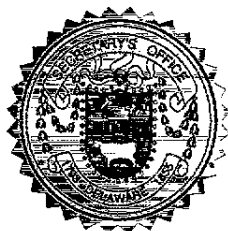
Fax Audit Number: _____

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MASTERS RESEARCH PARTNERS 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-SIXTH DAY OF DECEMBER, A.D. 2001.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1526992

3281215 8300

010635447

DATE: 12-26-01