

F02000000927

GERALD WEINBERG, P.C.  
Attorneys at Law  
State Street  
Albany, New York 12207

Gerald Weinberg  
Lawrence A. Kirsch

Telephone (518) 463-2051  
NYS (800) 342-9856  
Facsimile (518) 463-0079

February 14, 2002

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

600004950556--7  
-02/18/02--01091--022  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: HARRISON & SHRIFTMAN INC.

Enclosed herein please find an original and (1) ONE copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named Delaware corporation. Enclosed please find a check made payable to Florida Department of State in the amount of \$70.00 for the corporate filing fees and a Certificate of Status.

Thank you for giving this matter your attention.

Very truly yours,

*KEM*  
Katherine E. Mitchell  
Legal Assistant

encs

02 FEB 18 PM 12:59

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*Up*

**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. HARRISON & SHRIFTMAN 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. 13-3823199  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 24, 1995 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. 141 West 36th Street - 12th floor New York, NY 10018  
(Principal office address)  
same as above  
(Current mailing address)
8. Public Relations  
(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: Erika Koopman  
Office Address: 830 Lincoln Road  
Miami, Florida 33139  
(City) (Zip code)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 FEB 18 PM 3:59

**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)  
Erika Koopman

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: Lara Shriftman

Address: 141 West 36th Street - 12th floor  
New York, NY 10018

Vice Chairman: Elizabeth Harrison

Address: 141 West 36th Street - 12th floor  
New York, NY 10018

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 FEB 18 PM 12:59

B. OFFICERS

President: Lara Shriftman

Address: 141 West 36th Street - 12th floor  
New York, NY 10018

Vice President: Elizabeth Harrison

Address: 141 West 36th Street - 12th floor  
New York, NY 10018

Secretary: Lara Shriftman

Address: same as above

Treasurer: Elizabeth Harrison

Address: same as above

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. x Elizabeth Harrison  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Elizabeth Harrison, Vice-President  
(Typed or printed name and capacity of person signing application)

# Delaware

PAGE 1

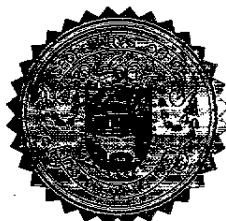
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HARRISON & SHRIFTMAN 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 THIRTEENTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HARRISON & SHRIFTMAN INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 FEB 18 PM 12:59



2474412 8300

020095616

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

AUTHENTICATION: 1611434

DATE: 02-13-02