

CT CORPORATION

CORPORATION(S) NAME

Dolce International/Florida, Inc.

FILED
02 FEB 22 PM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 FEB 22 PM 10:34
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE REGISTRATION

<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 _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/22/02

Order#: 5144739

100004990801--4

-02/22/02--01024--009

Ref#: *****70.00 *****70.00

Amount: \$ _____

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.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. **Dolce International/Florida, 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. **33-0994476**

(FEI number, if applicable)

4. **February 15, 2002**

(Date of incorporation)

5. **Perpetual**

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

6. **February 22, 2002**

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. **28 West Grand Avenue**

Montvale, New Jersey 07645

(Current mailing address)

8. **Ownership and management of Conference/Resort Center**

(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

Connie Byrnes

(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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TALLAHASSEE, FLORIDA

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

Chairman: Philip C.S. Warren

Address: 28 West Grand Avenue, Montvale, New Jersey 07645

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Andrew MacLellan

Address: 28 West Grand Avenue, Montvale, New Jersey 07645

Vice President: Philip C.S. Warren

Address: 28 West Grand Avenue, Montvale, New Jersey 07645

Secretary: Philip C.S. Warren

Address: 28 West Grand Avenue, Montvale, New Jersey 07645

Treasurer: Philip C.S. Warren

Address: 28 West Grand Avenue, Montvale, New Jersey 07645

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

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

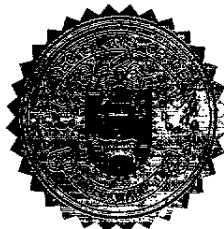
14. ANDREW MacLellan, President
(Typed or printed name and capacity of person signing application)

Delaware

The First State

FILED
FEB 22 PM 11:31
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SECRETARY OF STATE
DELAWARE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "DOLCE INTERNATIONAL/FLORIDA, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF FEBRUARY, A.D. 2002, AT 12:30 O'CLOCK P.M.
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1616364

DATE: 02-15-02