



F020000001041

ACCOUNT NO. : 072100000032

REFERENCE : 074203 7298803

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : February 13, 2002

ORDER TIME : 10:21 AM

ORDER NO. : 074203-050

CUSTOMER NO: 7298803

CUSTOMER: Ms. Rose Osorio
Golden Retirement Resources,
500 Fifth Avenue
32nd Floor
New York, NY 10110

500005023915--6

FOREIGN FILINGS

NAME: GRR ASSOCIATES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

RECEIVED
02 FEB 27 AM 11:27

FILED
02 FEB 27 PM 12:55
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2/27

1/2

**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. GRR Associates, 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. New York 3. 04-3595001
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 18, 2002 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.)
500 Fifth Avenue, 32nd Floor
7. New York, NY 10110
(Principal office address)
- (Current mailing address)
To offer insurance products and services To engage in any act or activity
for which corporations may be organized.
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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

By: Deborah D. Skipper Deborah D. Skipper
(Registered agent's signature) Asst. V. Pres.

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

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. Naomi Friedland-Wechsler
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Naomi Friedland-Wechsler, Secretary
(Typed or printed name and capacity of person signing application)

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OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

GRR Associates, Inc.

List of Officers

Name: Jerome S. Golden **Title:** President
Bus. Addr.: 500 Fifth Avenue, 32nd Floor, New York, NY 10110

Name: Naomi Friedland-Wechsler **Title:** Secretary
Bus. Addr.: 500 Fifth Avenue, 32nd Floor, New York, NY 10110

List of Directors

Name: Jerome S. Golden **Term:** Dec 31, 2002
Bus. Addr.: 500 Fifth Avenue, 32nd Floor, New York, NY 10110

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**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of GRR ASSOCIATES, INC. was filed on 01/18/2002, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of February
two thousand and two.*

Special Deputy Secretary of State

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