

**F02000001333**

ACCOUNT NO. : 072100000032

REFERENCE : 429098 4301772

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : March 5, 2002

ORDER TIME : 11:25 AM

ORDER NO. : 429098-005

CUSTOMER NO: 4301772

CUSTOMER: Ms. Natalie Koury  
Pavia & Harcourt LLP  
600 Madison Avenue  
12th Floor  
New York, NY 10022

**BK**

FOREIGN FILINGS

NAME: CLAUDE MANAGEMENT CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: \_\_\_\_\_

FILED  
02 MAR -6 PM 4:56  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

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02 MAR -6 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 6, 2002

NORMA HULL  
CSC  
TALLAHASSEE, FL

**RESUBMIT**  
Please give original  
submission date as file date.

SUBJECT: CLAUDE MANAGEMENT CORP.  
Ref. Number: W02000006343

We have received your document for CLAUDE MANAGEMENT CORP. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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: 702A00013558

RECEIVED  
02 MAR 18 AM 11:21  
TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS  
OF  
CLAUDE MANAGEMENT CORP.**

**FILED**  
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TALLAHASSEE, FLORIDA

The undersigned, being all of the directors of CLAUDE MANAGEMENT CORP., a New York corporation (the "Corporation"), acting pursuant to Section 708(b) of the Business Corporation Law of the State of New York, authorizing actions to be taken on written consent without a meeting, consent to the adoption of the following resolutions:

**WHEREAS**, it is in the best interest and necessary for the Corporation to register the assumed name Annabelle Management Corp. in the state of Florida,

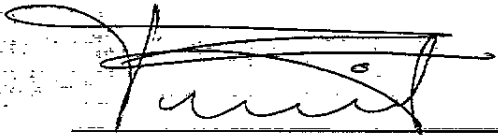
AND BE IT FUTHER

**RESOLVED**, that the Corporation register the assumed name Annabelle Management Corp. in the state of Florida; and be it further

**RESOLVED**, that the officers of the Corporation, be and they hereby, are authorized to execute any and all such documents on behalf of the Corporation which may be necessary or appropriate to effectuate the foregoing resolution.

**IN WITNESS WHEREOF**, the undersigned directors have executed this consent as of the 7<sup>th</sup> day of March, 2002.

  
Thierry Prissert

  
Maurice Prissert

  
Claude Prissert

**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. CLAUDE MANAGEMENT CORP.  
(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. 13-4140453  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 10, 2000 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. 90 Via Mizner Worth Avenue, Palm Beach, FL 33480  
(Principal office address)
- 1070 Madison Avenue, New York, NY 10028  
(Current mailing address)
- Management Consulting
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

*Patrick Lalor*

By: Patrick Lalor (Registered agent's signature)  
Assistant Secretary

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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SECRETARY OF STATE

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

A. DIRECTORS

Chairman: See attached officers/directors rider

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. \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

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

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TALLAHASSEE, FLORIDA

## OFFICERS & DIRECTORS RIDER

### 12.A. - DIRECTORS

Director: Thierry Prissert  
Address: 5200 North Ocean Drive #1405  
Singer Island, Florida 33404-2617

Director: Maurice Prissert  
Address: 5200 North Ocean Drive #1405  
Singer Island, Florida 33404-2617

Director: Claude Prissert  
Address: 5200 North Ocean Drive #1405  
Singer Island, Florida 33404-2617

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### 12.B. - OFFICERS

President: Thierry Prissert  
Address: 5200 North Ocean Drive #1405  
Singer Island, Florida 33404-2617

Vice President: Maurice Prissert  
Address: 5200 North Ocean Drive #1405  
Singer Island, Florida 33404-2617

Secretary: Jane Welsh, Esq.  
Address: Pavia & Harcourt LLP  
600 Madison Avenue  
New York, New York 10022

Treasurer: Claude Prissert  
Address: 5200 North Ocean Drive #1405  
Singer Island, Florida 33404-2617

State of New York } ss:  
Department of State

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I hereby certify, that the Certificate of Incorporation of CLAUDE MANAGEMENT CORP. was filed on 08/10/2000, 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.

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Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 26th day of February  
two thousand and two.



Special Deputy Secretary of State

200202270066 61

