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March 25, 2002

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

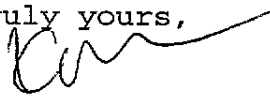
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-04/01/02--01026--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: SLM PALM BEACH PARTNERS, 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. **AL**

Thank you for giving this matter your attention.

Very truly yours,

  
Katherine E. Mitchell  
Legal Assistant

encs

02 MAR 29

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FF \$70.00

**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.

02 MAR 29

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. SLM PALM BEACH 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. \_\_\_\_\_

(FEI number, if applicable)

4. 12/18/00

(Date of incorporation)

5. PERPETUAL

(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. 2039 PALMER AVENUE, LARCHMONT, NY 10538

(Principal office address)

SAME

(Current mailing address)

8. REAL ESTATE

(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: NationsCorp Registered Agents, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

(City)

, Florida 32301

(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.*

Ed Hand, President

(Registered agent's signature)

INC855

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: DWIGHT BOWLER

Address: 813 JEFFERSON HILL ROAD

NASSAU, NY 12123

Vice Chairman: MARTIN HONIG

Address: 2039 PALMER AVENUE, STE. 204

LARCHMONT, NY 10538

Director:

Address:

Director:

Address:

02 MAR 29

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. OFFICERS

President: DWIGHT BOWLER

Address: 813 JEFFERSON HILL ROAD

NASSAU, NY 12123

Vice President: HARRY VASWANI

Address: 109 E. SHEARWATER COURT

JERSEY CITY, NJ 07305

Secretary: MARTIN HONIG

Address: 2039 PALMER AVENUE, STE. 204, LARCHMONT, NY 10538

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.

MARTIN HONIG, SECRETARY

(Typed or printed name and capacity of person signing application)

# Delaware

PAGE 1

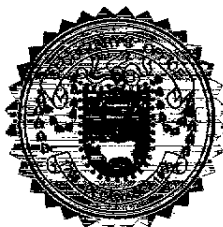
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SLM PALM BEACH 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-SECOND DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SLM PALM BEACH PARTNERS, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2000.

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

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAR 29



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1682916

DATE: 03-22-02