

Division of Corporations

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DIVISION OF CORPORATION

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (305)379-7907
Fax Number : (305)402-3141

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FOREIGN PROFIT QUALIFICATION

Best Brand Distributors Corporation

Certificate of Status	0
Certified Copy	1
Page Count	05
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RESOLUTION

by the board of directors
of
BEST BRAND LTD.

for adopting a new name
for use in Florida

We, the board of directors, hereby resolve that a Best Brand Ltd. will adopt a new name Best Brand Distributors Corporation for use in the State of Florida since the current company name is not available.

IN WITNESS WHEREOF, I have executed my name as President, this 25th day of July 2002.


Hanoch Rosner
President of
Best Brand Ltd.

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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. BEST BRAND LTD. CORPORATION
(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. State of New Jersey 3. 22-3775565
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 20th, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 6023 Blvd. E #3, West New York, NJ 07093

36 West 36th Street, 3rd Floor, New York, NY 10018
(Current mailing address)

8. Any and all lawful purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Hanoch Rosner

Office Address: 555 NE 15th Street, # 100
Miami, Florida, 33132
(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.


(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.

Florida Incorporators, Inc.

8875 Hidden River Parkway, Ste. 300

Tampa, FL 33637

813-632-7882

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

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

Chairman: Hanoch Rosner

Address: 36 West 36th Street, 3rd Floor

New York, NY 10018

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Hanoch Rosner

Address: 36 West 36th Street, 3rd Floor

New York, NY 10018

Vice President: _____

Address: _____

Secretary: _____

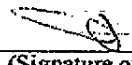
Address: _____

Treasurer: _____

Address: _____

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

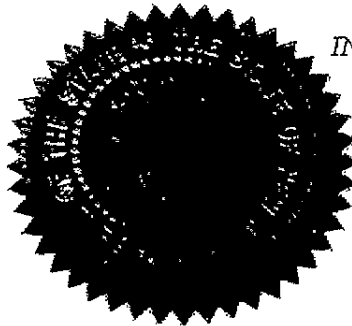
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Hanoch Rosner / President
(Typed or printed name and capacity of person signing application)

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

BEST BRAND LTD



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
15th day of July, 2002

A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E McCormac, CPA
State Treasurer

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