

CORPORATE
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INC.

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Foreign

1.) 54 North Madison Avenue Holding Corp.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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*****78.75 *****78.75

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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J. BRYAN AUG 8-2002

**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. 54 North Madison Avenue Holding 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. 13-3474824
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1-1-88 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. 1800 S. Ocean Blvd. APT. 1408, Pompano Beach, FL
(Principal office address) 33062

(Current mailing address)

8. Real Estate
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

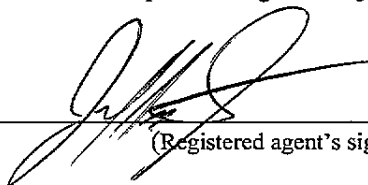
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Jeffrey Goldstein

Office Address: 1800 S. Ocean Blvd APT. 1408
Pompano Beach, FL, Florida 33062
(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.



(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.

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

A. DIRECTORS

Chairman: Jeffrey Goldstein

Address: 1800 S. Ocean Blvd Apt. 1408
Pompano Beach, FL 33062

Vice Chairman: Lynn Goldstein

Address: 1800 S. Ocean Blvd Apt 1408
Pompano Beach, FL 33062

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Jeffrey Goldstein

Address: _____

Vice President: _____

Address: _____

Secretary: Lynn Goldstein

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. Jeffrey Goldstein

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

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State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of 54 NORTH MADISON AVENUE HOLDING CORP. was filed on 05/19/1988, 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.

The Biennial Statement is past due.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 30th day of July
two thousand and two.

Secretary of State

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