

FO 2000024243

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SANDS BROTHERS INTERNATIONAL, LTD., INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

C. MOSHE SILVER

(Name of Person)

SANDS BROTHERS INTERNATIONAL, LTD

(Firm/Company)

90 PARK AVENUE, 39TH FLOOR

(Address)

NY, NY 10016

(City/State and Zip code)

500007022125--9
-06/09/02--01073--001
*****78.75 *****78.75

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02 AUG 20 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

MARIA L. MINGUEZ

(Name of Person)

at (212) 697.5200

(Area Code & Daytime Telephone Number)

002 23166

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee

\$78.75 Filing Fee &
Certificate of Status

\$78.75 Filing Fee &
Certified Copy

\$87.50 Filing Fee,
Certificate of Status &
Certified Copy



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 12, 2002

C. MOSHE SILVER
90 PARK AVE. 39TH FLOOR
NEW YORK, NY 10016

SUBJECT: SANDS BROTHERS INTERNATIONAL, LTD. INC.
Ref. Number: W02000023166

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We have received your document for SANDS BROTHERS INTERNATIONAL, LTD. INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 802A00047692

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. SANDS BROTHERS INTERNATIONAL, LTD, 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. ENGLAND (State or country under the law of which it is incorporated) 3. (FEI number, if applicable)

4. 10/28/1999 (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. 90 PARK AVENUE, 39th Floor, NY NY 10016 (Principal office address)

(Current mailing address)

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

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

Name: JEFFREY SULTAN

Office Address: 225 N.E. MIZNER BLVD, 5th Floor, Boca Raton, Florida 33432

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.

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

A. DIRECTORS

SENIOR EXECUTIVE OFFICER: STEVEN B. SANDS
Chairman: _____

Address: 90 PARK AVENUE, 39TH FLOOR
NEW YORK, NY 10016

SENIOR EXECUTIVE OFFICER: PETER SILVERMAN
Vice Chairman: _____

Address: 47 LANCASTER GATE
LONDON, ENGLAND

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

CHIEF FINANCIAL OFFICER: MICHAEL C. CASKA
President: _____

Address: 90 PARK AVENUE, 39TH FLOOR
NY NY 10016

Vice President: _____

Address: _____

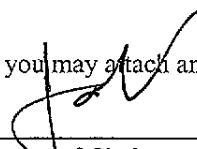
Secretary: _____

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. SENIOR EXECUTIVE OFFICER
(Typed or printed name and capacity of person signing application)



THE COMPANIES ACT 1985

Company No. **3870324**

The Registrar of Companies for England and Wales hereby certifies that

SANDS BROTHERS INTERNATIONAL LIMITED

was incorporated under the **Companies Act 1985**

as a limited company on the **28th October 1999**

FILED
02 AUG 20 AM 10: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Given at Companies House, Cardiff the **7th August 2002**

RJ Davies
ROSE J. DAVIES
for the Registrar of Companies

