

Division of Corporations

Page 1 of 2

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**Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

DIVISION OF CORPORATION

03 MAR 18 AM 7:34

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION**MFW ACQUISITION HOLDINGS CORP.**

Name Availability	
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Certificate of Status	0
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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. MFW ACQUISITION HOLDINGS 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. DELAWARE
(State or country under the law of which it is incorporated)
3. 51-0389869
(FEI number, if applicable)
4. APRIL 27, 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. 1201 N. ORANGE STREET, STE 781, WILMINGTON, DE 19801
(Principal office address)

(Current mailing address)
8. HOLDING COMPANY
(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

(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: 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. ANNMARIE FOWLER, ASST. VP & SECRETARY

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

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TALLAHASSEE, FLORIDA*Officers/Directors Rider***DIRECTORS**

John Day	810 7 th Ave., New York, NY 10019
Annamarie Fowler	810 7 th Ave., New York NY 10019
Matthew Imbrosciano	810 7 th Ave., New York, NY 10019
Michael A. Russak, Jr.	810 7 th Ave., New York, NY 10019

OFFICERS

Gary Marshall <i>President</i>	810 7 th Ave., New York, NY 10019
John Day <i>Vice President</i>	810 7 th Ave., New York, NY 10019
Matthew Imbrosciano <i>Vice President-Controller</i>	810 7 th Ave., New York, NY 10019
Scott Mozarsky <i>Vice President-Legal</i>	810 7 th Ave., New York NY 10019
Michael A. Russak, Jr., <i>Vice President-Taxation</i>	810 7 th Ave., New York, NY 10019
Annamarie Fowler <i>Assistant Vice President and Secretary</i>	810 7 th Ave., New York NY 10019

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MFW ACQUISITION HOLDINGS CORP." 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 SEVENTEENTH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MFW ACQUISITION HOLDINGS CORP." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF APRIL, A.D. 1999.

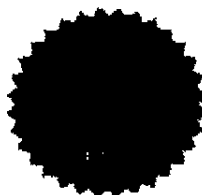
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

03 MAR 17 PM 4:30
SECRETARY OF STATE
ATLANTA, GEORGIA

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2310858

DATE: 03-17-03

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CORP SERVICES CO

MAR.17.2003 2:05PM