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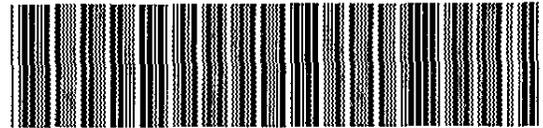
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CT - \$30
 PF - 12,000
 WBR - 2,336.25
 FF - 70
 CC - 8.75



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Mr. McLaughlin's Office

AUTHORIZATION BY PHONE TO

CORRECT FEI #

DATE 7/23/03

CC EXAM cut

03 JUL 29 11:10:47

SECURITY OF STATE
DIVISION OF CORPORATIONS

~~600019169356~~

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Fragomen, Del Rey, Barnsen & Loewy, P.C.
(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:

Don McLaughlin
(Name of Person)

Winston & Strawn
(Firm/Company)

1400 L Street, N.W.
(Address)

Washington, D.C. 20005
(City/State and Zip code)

For further information concerning this matter, please call:

Don McLaughlin at (202) 371-5912
(Name of Person) (Area Code & Daytime Telephone Number)

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

WINSTON & STRAWN

35 WEST WACKER DRIVE
CHICAGO, ILLINOIS 60601-9703

43 RUE DU RHONE
1204 GENEVA, SWITZERLAND

333 SOUTH GRAND AVENUE
LOS ANGELES, CALIFORNIA 90071-1543

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NEW YORK, NEW YORK 10166-4193

21 AVENUE VICTOR HUGO
75116 PARIS, FRANCE

July 19, 2003

VIA FEDERAL EXPRESS

Department of State, Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Attention: Karen Byer

Re: Fragomen, Del Rey, Bernsen & Loewy, P.C. - Qualification

Dear Ms Byer:

Pursuant to our telephone conversation of Thursday, July 10, 2003, and in accordance with Fla. Stat. ch. 607.1503 (2002), I am enclosing herewith an application for qualification as a foreign professional corporation on behalf of our client, Fragomen, Del Rey, Bernsen & Loewy, P.C. ("FDB&L"). Also enclosed herewith is a check payable to the Florida Department of State in the amount of \$14,478.75. This amount represents (i) 24 years of annual report fees at \$100 per year, plus (ii) payment of a \$500 penalty for each of the 24 years since 1979, plus (iii) a \$38.75 fee for filing the application and obtaining a certified copy.

FDB&L is a New York professional corporation with an office in Florida located at 241 Sevilla Avenue, Room 802, in Coral Gables. Although FDB&L first opened an office in Florida in July 1979 and has conducted business continuously from a single office at various locations within the state since that time, it has never qualified to do business in the State of Florida as required by Fla. Stat. ch. 607.1501(1). Despite its failure to qualify, FDB&L apparently has complied with the requirements of Florida law in all other material respects, including filing of tax returns regularly with the Florida Department of Revenue and obtaining required occupancy permits for its offices from Miami-Dade County. To our knowledge, FDB&L has not been a party to any lawsuit in Florida or the subject of any investigation or administrative proceedings by the State of Florida.

As of July 1, 2003, FDB&L has reorganized, redeemed all of the outstanding shares of its capital stock, and issued shares to 16 new shareholders throughout the United States, including one Florida resident who works at the Coral Gables office. In connection with this

WINSTON & STRAWN

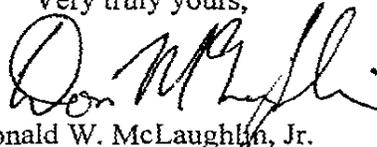
Karen Byer
Florida Department of State
July 19, 2003
Page 2 of 2

reorganization, the new shareholders of FDB&L desire to obtain a certificate of authority to do business in Florida and to settle all outstanding obligations to the State of Florida arising out of FDB&L's past failure to qualify there. None of these new shareholders held shares in FDB&L prior to July 1, 2003, and none of the personnel in FDB&L's Florida office was a shareholder at the time the office opened in 1979.

Accordingly, while FDB&L acknowledges its obligation to pay past due amounts to the Department of State along with a penalty for its past failure to qualify in Florida, we believe that FDB&L's record of general compliance with Florida law, together with the commitment of its new shareholders to qualify and maintain good standing in Florida in the future, warrant no additional penalty beyond the \$500 per annum required by Fla. Stat. ch. 607.1502(4) and incorporated in the enclosed check.

If, after a review of the applicable record, you agree with our understanding of the situation, please forward to my attention a certified copy of FDB&L's application for qualification as accepted by your office. In the event you need further information, kindly contact me at your convenience. Thank you for your assistance in this matter.

Very truly yours,



Donald W. McLaughlin, Jr.

cc: Dennis Flood,
Fragomen, Del Rey, Bernsen & Loewy, P.C.

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. Fragomen, Del Rey, Bernsen & Loewy, P.C. (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 (State or country under the law of which it is incorporated) 3. 13-2726464 (FEI number, if applicable)

4. July 25, 1972 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. July 1, 1979 (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. 515 Madison Avenue, 6th Floor, New York, NY 10022 (Principal office address)

515 Madison Avenue, 6th Floor, New York, NY 10022 (Current mailing address)

8. Law Practice (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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324 (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.

CT Corporation System

Connie Bryan (Registered agent's signature) Special Asst. Secy.

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.

03 JUL 23 AM 10:47 SECRETARY OF STATE DIVISION OF CORPORATIONS

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

A. DIRECTORS

Chairman: Austin T. Fragomen

Address: 515 Madison Ave., 6th Floor

New York, NY 10022

Vice Chairman: Director: Frederick Goosen

Address: 241 Sevilla Avenue, Room 802

Coral Gables, FL 33134

✓ Director: Cynthia J. Lange

Address: 12121 Wilshire Blvd., Suite 1001

Los Angeles, CA 90025

✓ Director: Michael D. Patrick

Address: 515 Madison Avenue, 6th Floor, New York, NY 10022

See attached list of additional directors

B. OFFICERS

CD President: Austin T. Fragomen

Address: 515 Madison Avenue, 6th Floor

New York, NY 10022

Vice President: _____

Address: _____

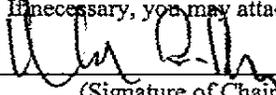
Secretary & Treasurer: Cynthia J. Lange

Address: 12121 Wilshire Blvd., Suite 1001, Los Angeles, CA 90025

ASST. Treasurer & Assistant Secretary: Michael D. Patrick

Address: 515 Madison Avenue, 6th Floor, New York, NY 10022

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. Michael D. Patrick, Assistant Secretary and Assistant Treasurer

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

Additional Directors of Fragomen, Del Rey, Bernsen & Loewy, P. C.

Paul Hejinian

John Carter

Scott Fitzgerald

Patrick Quane

Noreen Quirk

Scott Cooper

Freddi Weintraub

Michael Turansick

Ethan Kaufman

William Dance

Ellen Yost

Anna La Rue

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of FRAGOMEN, DEL REY, BERNSEN & LOEWY, P.C. was filed on 07/25/1972, under the name of ELMER FRIED, P.C., 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.

A Certificate of Amendment ELMER FRIED, P.C., changing its name to FRIED FRAGOMEN & DEL REY P.C., was filed 03/23/1973.

A Certificate of Amendment FRIED FRAGOMEN & DEL REY P.C., changing its name to FRIED, FRAGOMEN, DEL REY & O'ROURKE, P.C., was filed 03/11/1977.

A Certificate of Amendment FRIED, FRAGOMEN, DEL REY & O'ROURKE, P.C., changing its name to FRAGOMEN, DEL REY & BERNSEN, P.C., was filed 08/13/1981.

A Certificate of Amendment FRAGOMEN, DEL REY & BERNSEN, P.C., changing its name to FRAGOMEN, DEL REY, BERNSEN & LOEWY, P.C., was filed 06/26/1998.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 09th day of July
two thousand and three.*

A handwritten signature in black ink, appearing to read "Roy A. DeSantis", is written over a horizontal line.

Secretary of State