

DEC-02-2003(TUE) 17:09

P.001/004

Division of Corporations

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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 : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

03 DEC -2 AM 11:53
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

WH PHILLIPS INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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DIVISION OF CORPORATION

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Corporate Filing

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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. WH PHILLIPS INC
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE 3. _____
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. November 14, 2003 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. 40 The Winter Organization
(Principal office address)

730 Fifth Avenue, New York, New York
(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: National Corporate Research, Ltd., Inc.

Office Address: 103 N. Meridian 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.

Ann Marie Cummins
(Registered agent's signature)
Ann Marie Cummins, Assistant Secretary

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:

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DEC-02-2003 14:00

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P.02/02

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Benjamin Winter

Address: c/o The Winter Organization

730 Fifth Avenue, N.Y., N.Y. 10019

Director: Melvin Heller

Address: c/o The Winter Organization

730 Fifth Avenue, N.Y., N.Y. 10019

B. OFFICERS

President: Melvin Heller

Address: c/o The Winter Organization

730 Fifth Avenue, N.Y., N.Y. 10019

Vice President: Benjamin Winter

Address: c/o The Winter Organization

730 Fifth Avenue, N.Y., N.Y. 10019

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. X B. Winter

(Signature of Director or Officer listed in number 12 of the application)

14. Benjamin Winter, VP & Director

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

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TOTAL P.02

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TALLAMASSEE FL 316

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Delaware

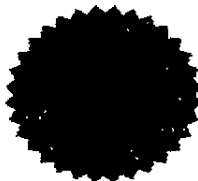
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WH PHILLIPS INC." 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 SECOND DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WH PHILLIPS INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3728440 8300

AUTHENTICATION: 2780561

030769798

DATE: 12-02-03

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