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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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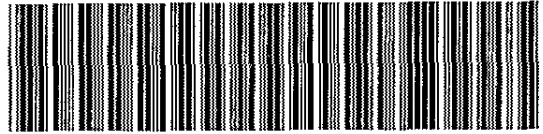
(Business Entity Name)

(Document Number)

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STATE  
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STATE  
TALLAHASSEE, FLORIDA

3/C



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032  
REFERENCE : 456544 7155110  
AUTHORIZATION : *Patricia Pigute*  
COST LIMIT : \$ 70.00

FILED  
04 FEB 26 AM 02:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 24, 2004

ORDER TIME : 9:57 AM

ORDER NO. : 456544-045

CUSTOMER NO: 7155110

CUSTOMER: Karen Curry  
Cendant Corporation  
1 Campus Drive

Parsippany, NJ 07054

FOREIGN FILINGS

NAME: SOTHEBY'S INTERNATIONAL REALTY  
FRANCHISE SYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: \_\_\_\_\_

**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.

FILED  
FEB 26 AM 10:02  
TALLAHASSEE  
FLORIDA  
SECRETARY OF STATE

1. Sotheby's International Realty Franchise Systems, 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

(State or country under the law of which it is incorporated)

3. 382556952

(FEI number, if applicable)

4. February 06, 2004

(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.)

1 Campus Drive

7. Parsippany, NJ 07054

(Principal office address)

1 Campus Drive, Parsippany NJ 07054

(Current mailing address)

8. Real estate services To engage in any act or activity for which  
corporations may be organized.

(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

(City)

, Florida 32301

(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

By: *Ann R. Smelin*

(Registered agent's signature)

Assistant Vice President

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**

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 Director or Officer listed in number 12 of the application)

14. Lynn A. Feldman, Vice President

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

## **Directors / Officers Report**

As of 02/24/2004

### **Sotheby's International Realty Franchise Systems, Inc.**

#### **Directors**

**James E. Buckman**

**Director**

Primary Address: 9 West 57th Street  
New York, NY 10019 (USA)

**Richard A. Smith**

**Director**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

#### **Officers**

**Richard A. Smith**

**Chairman of the Board**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Michael R. Good**

**President**

Primary Address: 339 Jefferson Road  
Parsippany, NJ 07054

**James E. Buckman**

**Senior Executive Vice President, Assistant Secretary**

Primary Address: 9 West 57th Street  
New York, NY 10019 (USA)

**David B. Wyshner**

**Executive Vice President and Treasurer**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Eric J. Bock**

**Executive Vice President and Secretary**

Primary Address: 9 West 57th Street  
37th Floor  
New York, NY 10019

**Joel R. Buckberg**

**Executive Vice President and Assistant Secretary**

Primary Address: 1 Sylvan Way  
Parsippany, NJ 07054

**Anthony E. Hull**

**Executive Vice President**

Primary Address: 1 Campus Drive  
Parsippany, New Jersey 07054

**Vincent Ventura**

**Executive Vice President, Corporate Tax**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

## **Directors / Officers Report**

As of 02/24/2004

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### **Sotheby's International Realty Franchise Systems, Inc.**

**C. Patteson Cardwell**

**Senior Vice President and Assistant Secretary**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**John T. McClain**

**Senior Vice President**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Richard S. Meisner**

**Senior Vice President and Assistant Secretary**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Jacob Stepan**

**Senior Vice President and Assistant Secretary**

Primary Address: 10 Sylvan Way  
Parsippany, NJ 07054

**Joseph J. Huber**

**Vice President, Tax**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Mark E. Costello**

**Vice President and Assistant Secretary**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054 (USA)

**Lynn A. Feldman**

**Vice President and Assistant Secretary**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Arnold Janofsky**

**Vice President and Assistant Secretary**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Anne Morrison**

**Vice President, Legal**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Jean Marie Sera**

**Vice President and Assistant Secretary**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Walter F. Dembiec Jr.**

**Vice President and Assistant Secretary**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

**Kevin Monaco**

**Assistant Treasurer**

## **Directors / Officers Report**

As of 02/24/2004

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### **Sotheby's International Realty Franchise Systems, Inc.**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

#### **John M. Peterson**

#### **Assistant Treasurer**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

# Delaware

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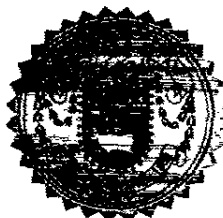
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOTHEBY'S INTERNATIONAL REALTY FRANCHISE SYSTEMS, 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 TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2004.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOTHEBY'S INTERNATIONAL REALTY FRANCHISE SYSTEMS, INC." WAS INCORPORATED ON THE SIXTH DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 2947818

DATE: 02-24-04