

# F04000001916

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(City/State/Zip/Phone #)

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SECRETARY OF STATE  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

*BR*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 548049 4378199

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 5, 2004

ORDER TIME : 11:40 AM

ORDER NO. : 548049-005

CUSTOMER NO: 4378199

CUSTOMER: Ms. Kelly Benson  
Bruce Levinson, Esq.  
4th Floor  
747 3rd Avenue  
New York, NY 10017-2803

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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: PAOMAR INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

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.

1. Paomar 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. APPLIED FOR  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3/4/04 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. c/o GC Consultants, 444 Madison Avenue, New York, NY 10022  
(Principal office address)

c/o Bruce Levinson, 747 Third Ave., 4th Fl., NY, NY 10017-2807  
(Current mailing address)

8. To engage in any lawful activity  
(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 Nays 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

Dolores Butte  
(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**

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. Bruce Levinson, Secretary  
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

President: Gianni Marco Borra  
c/o G.C. Consultants  
444 Madison Avenue  
New York, NY 10022

Vice-President: Paola Borra  
c/o G.C. Consultants  
444 Madison Avenue  
New York, NY 10022

Secretary: Bruce Levinson, Esq.  
747 Third Avenue, 4<sup>th</sup> Floor  
New York, NY 10017-2803

Treasurer: Giuseppe Brusa  
c/o G.C. Consultants  
444 Madison Avenue  
New York, NY 10022

# Delaware

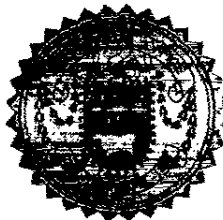
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAOMAR 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 FIFTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PAOMAR INC." WAS INCORPORATED ON THE FOURTH DAY OF MARCH, A.D. 2004.

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



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3034052

DATE: 04-05-04