

F04 000003026

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500036913055

FILED

04 JUN -1 PM 5:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

04 JUN -1 PM 12:43

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 695716 7106099  
AUTHORIZATION : *Patricia Pizutto*  
COST LIMIT : \$ 70.00

04 JUN - 1 PM 5:18  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : May 28, 2004

ORDER TIME : 11:22 AM

ORDER NO. : 695716-005

CUSTOMER NO: 7106099

CUSTOMER: Mr. Andrew E. Goldstein  
Andrew E. Goldstein, Attorney  
16th Floor  
488 Madison Avenue  
New York, NY 10022

FOREIGN FILINGS

NAME: HEATHCLIFF CAPITAL CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

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.

04 JUN - 11 PM 5:18  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Heathcliff Capital Corp.

(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. \_\_\_\_\_

(FEI number, if applicable)

4. November 19, 1990

(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. 919 Third Avenue, 11th Floor, New York, NY 10022

(Principal office address)

919 Third Avenue, 11th Floor, New York, NY 10022

(Current mailing address)

8. securities broker-dealer

(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

Deborah D. Skipper  
(Registered agent's signature)

**Deborah D. Skipper**  
**Asst. V. Pres.**

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: \_\_\_\_\_

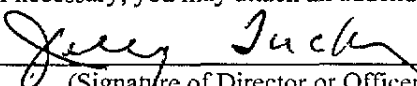
Secretary: \_\_\_\_\_

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. Jeffrey Tucker, President  
(Typed or printed name and capacity of person signing application)

HEATHCLIFF CAPITAL CORP.

Directors

Jeffrey H. Tucker, 919 Third Avenue, 11th Floor, New York, NY 10022

Robert Blum, 919 Third Avenue, 11th Floor, New York, NY 10022

Officers

President: Jeffrey H. Tucker, 919 Third Avenue, 11<sup>th</sup> Floor, New York, 10022

Vice President, Treasurer and Secretary: Robert Blum, 919 Third Avenue, 11 Floor, New York, NY 10022

Assistant Secretary: Mark McKeefry, 919 Third Avenue, 11<sup>th</sup> Floor, New York, NY 10022

# Delaware

PAGE 1

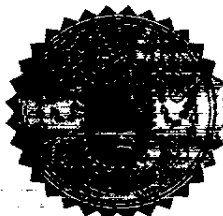
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEATHCLIFF CAPITAL 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 TWENTY-EIGHTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEATHCLIFF CAPITAL CORP." WAS INCORPORATED ON THE NINETEENTH DAY OF NOVEMBER, A.D. 1990.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2246901 8300

AUTHENTICATION: 3140909

040398923

DATE: 05-28-04