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Florida Department of State  
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FOREIGN PROFIT QUALIFICATION

CYPRESS RETAIL, INC.

2004 OCT 14 A 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION SVC CO

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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. Cypress Retail, Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "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. 20-1628986**

(PEI number, if applicable)

**4. September 17, 2004**

(Date of incorporation)

**5. perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

**6.**

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

**7. 280 Park Avenue 36W**

(Principal office address)

**New York, NY 10017**

(Current mailing address)

**8. Activities necessary, appropriate, proper, advisable, incidental, or convenient  
to the ownership, operation, leasing or otherwise dealing with real property**  
(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 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: 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:**

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**A. DIRECTORS**

Chairman: Edward G. Lord

Address: 280 Park Avenue, 36W  
New York, NY 10017

Vice Chairman: John R. Fraser

Address: 280 Park Avenue, 36W  
New York, NY 10017

Director: F. Jonathan Dracos

Address: 280 Park Avenue, 36W  
New York, NY 10017

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Edward G. Lord

Address: 280 Park Avenue, 36W  
New York, NY 10017

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: John R. Fraser, VP/Secretary

Address: 280 Park Avenue 36 W New York, NY 10017

Treasurer: F. Jonathan Dracos, VP/Treasurer

Address: 280 Park Avenue, New York, NY 10017

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. F. Jonathan Dracos, VP/Treasurer

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

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CORPORATION SVC CO

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# Delaware

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*The First State*

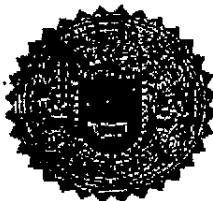
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CYPRESS RETAIL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF OCTOBER, 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 "CYPRESS RETAIL, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2004.

2004 OCT 14 A 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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AUTHENTICATION: 3409509

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DATE: 10-13-04

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