

Division JAN 7 2005 11:07 AM

CORPORATION SVC CO

NO. 36

Page 1 of 1

705000000134

Florida Department of State
Division of Corporations
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7005 JAN -7 A 10: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850)205-0383

TX

RESUBMIT

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

FOREIGN PROFIT QUALIFICATION

MACANDREWS & FORBES GROUP, INCORPORATED

Certificate of Status	1
Certified Copy	1
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JAN. 7. 2005 11:08AM

CORPORATION SVC CO

PAGE 001/001

Florida NO. 736 of P. 2th



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

January 7, 2005

CORPORATION SERVICE COMPANY

SUBJECT: MACANDREWS & FORBES GROUP, INCORPORATED
REF: W05000000994

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H05000004413
Letter Number: 905A00001331

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DIVISION OF CORPORATIONS

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA 2005-10-11 2:11 PM

2805 JAN -7 A 10:27

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. OFFICE OF STATE
TREASURER, TALLAHASSEE, FLORIDA

1. MacAndrews & Forbes Group, Incorporated

(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. 13-2632773
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. February 19, 1969 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 35 East 62nd Street, New York, New York 10021
(Principal office address)

same as above

(Current mailing address)

8. to engage in any lawful act or activity for which a corporation 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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays 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

BY: Deborah D. Skipper Deborah D. Skipper
(Registered agent's signature) 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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NO. 736 DOC. 44413 3

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2005 JAN -7 A 10: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: See Attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attachment

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. Marvin Schaffer Vice President & Assistant Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ronald O. Perelman
35 East 62nd Street
New York, New York 10021

Howard Gitlis
35 East 62nd Street
New York, New York 10021

Ronald O. Perelman
Chairman of the Board and
Chief Financial Officer
35 East 62nd Street
New York, New York 10021

Howard Ginis
Vice Chairman
35 East 62nd Street
New York, New York 10021

Donald G. Drapkin
Vice Chairman
35 East 62nd Street
New York, New York 10021

Barry F. Schwartz
Executive Vice President and
General Counsel
35 East 62nd Street
New York, New York 10021

Todd J. Slotkin
Executive Vice President and
Chief Financial Officer
35 East 62nd Street
New York, New York 10021

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Richard P. Fishman
Executive Vice President
35 East 62nd Street
New York, New York 10021

Adam F. Ingber
Senior Vice President - Taxation
35 East 62nd Street
New York, New York 10021

Laurence Winoker
Senior Vice President, Treasurer
and Controller
35 East 62nd Street
New York, New York 10021

Michael C. Borofsky
Vice President and
Secretary
35 East 62nd Street
New York, New York 10021

John Winkel
Vice President and Assistant
Secretary
35 East 62nd Street
New York, New York 10021

Gerry R. Kessel
Vice President and Assistant
Treasurer
35 East 62nd Street
New York, New York 10021

Marvin Schaffer
Vice President and Assistant
Secretary
35 East 62nd Street
New York, New York 10021

Alison Horowitz
Assistant Treasurer
35 East 62nd Street
New York, New York 10021

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Delaware

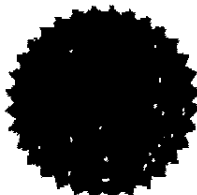
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MACANDREWS & FORBES GROUP, INCORPORATED" 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 SIXTH DAY OF JANUARY, A.D. 2005.

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.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3599996

DATE: 01-06-05

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