

To: +1 (850) 205-0383
Subject

From: Patricia Adlock

Tuesday, April 05, 2005 1:32 PM Page: 1 of 4

F05000002112

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone Number : (850)222-1173
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FOREIGN PROFIT QUALIFICATION

EF ACQUISITION CORP.

Certificate of Status	0
Certified Copy	1
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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 EF Acquisition 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 Georgia **3. 20-2589701**
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 25, 2004 **5. Perpetual**
(Date of Incorporation) (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. 860 Broadway, 4th Floor New York NY 10003
(Principal office address)

(Current mailing address)

8. The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act.
(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: **National Corporate Research, Ltd., Inc.**
Office Address: **103 N. Meridian 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.

Ida Barovay
(Registered agent's signature)
IDA BAROVAY, ASST. SECY.

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: James Kaplan
Address: 860 Broadway, 4th Floor
New York NY 10003

Vice Chairman: _____
Address: _____

Director: William Palmer
Address: 860 Broadway, 4th Floor
New York NY 10003

Director: _____
Address: _____

B. OFFICERS

President: Jon J. Fields
Address: 860 Broadway, 4th Floor
New York NY 10003

Vice President: _____
Address: _____

Secretary: William Palmer, Chief Executive Officer and Secretary
Address: 860 Broadway, 4th Floor
New York NY 10003

Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)

14. James Kaplan Chairman
(Typed or printed name and capacity of person signing application)

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Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0462316
DATE INC/AUTH/FILED: 10/25/2004
JURISDICTION : GEORGIA
PRINT DATE : 04/05/2005
FORM NUMBER : 211

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NATIONAL CORPORATE RESEARCH, LTD.
MELISSA ALLEN
225 WEST 34TH STREET, SUITE 910
NEW YORK, NY 10122-0032

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

BF ACQUISITION CORP
A GEORGIA PROFIT CORPORATION

~~is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.~~

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20080405151216430



Cathy Cox

Cathy Cox
Secretary of State

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