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CTCORPORATIONSYSTEM

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Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

Integro Holdings Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
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J. BRYAN MAY - 5 2005

**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. Integro Holdings 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

(State or country under the law of which it is incorporated)

3. 20-2580864

(FEI number, if applicable)

4. 03/15/2005

(Date of incorporation)

5. Perpetual

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

6. 06/01/2005

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

7. 230 Park Avenue, 10th Floor, New York, NY 10169

(Principal office address)

same

(Current mailing address)

8. See Attachment

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

CT Corporation System

By: Michael J. Smith
(Registered agent's signature)

Michael J. Smith
Assistant Secretary

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. DIRECTORSChairman: John ClementsAddress: 230 Park Avenue, 10th FloorNew York, NY 10169

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS *SEE ATTACHMENT*President: Peter GarveyAddress: 230 Park Avenue, 10th FloorNew York, NY 10169

Vice President: _____

Address: _____

Secretary: John ClementsAddress: 230 Park Avenue, 10th Floor New York, NY 10169

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. John Clements, Secretary

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

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Attachment to Florida

Purpose

To act as a holding company and to engage in any and all other lawful activities.

Officers and Directors

Roger Egan (CEO)
230 Park Avenue, 10th Floor
New York, New York 10169

Peter Garvey (President)
230 Park Avenue, 10th Floor
New York, New York 10169

Joseph Salerno (CFO)
230 Park Avenue, 10th Floor
New York, New York 10169

John Clements (Director/Secretary)
230 Park Avenue, 10th Floor
New York, New York 10169

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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 "INTEGRO HOLDINGS 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 THIRD DAY OF MAY, A.D. 2005.

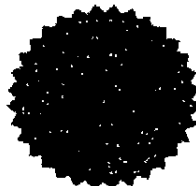
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INTEGRO HOLDINGS INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF MARCH, A.D. 2005.

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TALLAHASSEE, FLORIDA

3940347 8300

050359245



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3954196

DATE: 05-03-05