

Division of Corporations

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Florida Department of State  
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DIVISION OF CORPORATION

## FOREIGN PROFIT QUALIFICATION

SHL Investment Group (USA), Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 1       |
| Page Count            | 05      |
| Estimated Charge      | \$87.50 |

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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. SHL INVESTMENT GROUP (USA), 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 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. DECEMBER 9, 1996 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. 11 WEST 42<sup>ND</sup> STREET, 21<sup>ST</sup> FLOOR, NEW YORK, NY 10036  
(Principal office address)
- 11 WEST 42<sup>ND</sup> STREET, 21<sup>ST</sup> FLOOR, NEW YORK, NY 10036  
(Current mailing address)

8. INVESTMENT CONSULTING  
(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: Sohan Dindyal  
(Registered agent's signature)

**Sohan Dindyal**  
**Vice President**

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:

02-315 - 2/27/05 CT System Office

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**A. DIRECTORS**

Chairman: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

Director: ANDREW L. FINEAddress: 251 W. 81<sup>ST</sup> STREET, APT. 7FNEW YORK, NY 10024Director: GARY I. SHEFFAddress: 2527 MIVER CIRCLEWELLINGTON, FL 33414**B. OFFICERS**MANAGING DIRECTOR ANDREW L. FINEAddress: 251 W. 81<sup>ST</sup> STREET, APT. 7FNEW YORK, NY 10024TREASURER AND JACK GELSONAddress: 40 SHL INVESTMENT GROUP(USA), INC., 11 W. 42<sup>ND</sup> STREET, 21<sup>ST</sup> FLOORNEW YORK, NY 10036MANAGING DIRECTOR GARY I. SHEFFAddress: 2527 MIVER CIRCLE, WELLINGTON, FL 33414

Treasurer: \_\_\_\_\_

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

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

13. Gary Sheff

(Signature of Director or Officer listed in number 12 of the application)

14. GARY SHEFF, MANAGING DIRECTOR + SECRETARY

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

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# Delaware

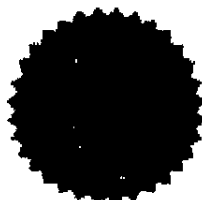
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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHL INVESTMENT GROUP (USA), 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 ELEVENTH DAY OF JULY, A.D. 2005.

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

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



2692265 8300

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

AUTHENTICATION: 4009562

DATE: 07-11-05