

Florida Department of State
Division of Corporations
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To:

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

From:

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

FOREIGN PROFIT QUALIFICATION

Winter Management Corp.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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10/18/2005 20:28 FAX

003/004

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. Winter Management 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. New York 3. 13-1479477
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/3/42 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 730 Fifth Avenue, New York, N.Y. 10019
(Principal office address)

Same
(Current mailing address)

8. Real Estate Management
(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 Bays 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.

 Jeanne Reynolds
(Registered agent's signature) as its agent

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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TALLAHASSEE, FLORIDA

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002/002

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Benjamin J. WinterAddress: 730 Fifth Avenue, New York, N.Y. 10019Director: James L. WinterAddress: 730 Fifth Avenue, New York, N.Y. 10019**B. OFFICERS**Vice President: Benjamin J. WinterAddress: 730 Fifth Avenue, New York, N.Y. 10019Vice President: James L. WinterAddress: 730 Fifth Avenue, New York, N.Y. 10019Secretary: Benjamin J. WinterAddress: 730 Fifth Avenue, New York, N.Y. 10019

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. Benjamin J. Winter, Vice President

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

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State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of WINTER MANAGEMENT CORP. was filed on 02/03/1942, fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

The Biennial Statement is past due.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 18th day of October two
thousand and five.*



Special Deputy Secretary of State

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