



# 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. Real Estate Franchise Group, 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

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

3. \_\_\_\_\_

(FBI number, if applicable)

4. January 10, 2006

(Date of incorporation)

5. Perpetual

(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)

1 Campus Drive

7. Parsippany, NJ 07054

(Principal office address)

1 Campus Drive, Parsippany, NJ 07054

(Current mailing address)

8. Real estate franchise To engage in any act or activity for which corporations 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

(City)

Florida 32301

(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. Skippe

(Registered agent's signature)

Deborah D. Skippe

Asst. V. Pres.

Assistant 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:

FILED  
2006 FEB -2 AM 10:43  
TALLAHASSEE  
STATE OF FLORIDA

FILED

2006 FEB -2 AM 10:44

CLERK OF STATE  
TALLAHASSEE FLORIDA

**A. DIRECTORS**

Chairman: See attached officers/directors rider

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

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

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

**B. OFFICERS**

President: See attached officers/directors rider

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. Lynn A. Feldman, Assistant Secretary

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

**Directors / Officers Report**

As of 1/30/2006

**Real Estate Franchise Group, Inc.****Officers****Richard A. Smith****President and Chief Executive Officer**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054  
Home Address: 141 Mountain Top Road  
Bernardville, New Jersey 07924

**David B. Wyshner****Executive Vice President and Treasurer**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054  
Home Address: 55 Great Oak Drive  
Short Hills, NJ 07078

**Eric J. Bock****Executive Vice President and Secretary**

Primary Address: 9 West 57th Street  
37th Floor  
New York, NY 10019  
Home Address: 2 Constitution Court  
Penthouse 11  
Hoboken, NJ 07030

**Anthony E. Hull****Executive Vice President**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054  
Home Address: 170 Chapin Road  
Bernardville, New Jersey 07924

**Alexander E. Perriello III****Executive Vice President**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054  
Home Address: 3215 Gates Court  
Morris Plains, New Jersey 07950

**James E. Buckman****Senior Executive Vice President, Assistant Secretary**

Primary Address: 9 West 57th Street  
New York, NY 10019  
Home Address: 550 Park Avenue  
Apt 5E  
New York, NY 10021

**C. Patteson Cardwell IV****Senior Vice President and Assistant Secretary**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054  
Home Address: 12 Oak Park Drive  
Morris Township, New Jersey 07054

FILED  
2006 FEB -2 3:10:44  
ALLAHSEE FLORIDA

**Directors / Officers Report**

As of 1/30/2006

**Real Estate Franchise Group, Inc.****Lynn A. Feldman****Vice President and Assistant Secretary**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054  
Home Address: 6 Hampton Court  
North Caldwell, NJ 07006

**Thomas J. Freeman****Senior Vice President**

Primary Address: 6 Sylvan Way  
Parsippany, NJ 07054 (USA)  
Home Address: 186 Bowden Road  
Cedar Grove, New Jersey 11765

**David Hardy****Senior Vice President**

Primary Address: 6 Sylvan Way  
Parsippany, NJ 07054 (USA)  
Home Address: 30 Halseid Street  
Verona, NJ 07044

**Cynthia L. Kelly****Senior Vice President**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054  
Home Address: 14 Lakeshore Road West  
Stockholm, NJ 07460

**John T. McClain****Senior Vice President**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054  
Home Address: 36 Deer Trail Road  
North Caldwell, NJ 07006

**Richard S. Meisner****Senior Vice President and Assistant Secretary**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054  
Home Address: 70 Troy Drive  
Short Hills, NJ 07078

**Andrew G. Napurano****Senior Vice President**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054  
Home Address: 94 Crenshaw Drive  
Flanders, NJ 07836

**David J. Weaving****Senior Vice President and Chief Financial Officer**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

FILED  
2006 FEB -2 AM 10:44  
FALL CHASSE FLORIDA

**Directors / Officers Report**

As of 1/30/2006

**Real Estate Franchise Group, Inc.**

Home Address: 101 Ormont Road  
Chatham, NJ 07039 (USA)

**Joseph J. Huber****Vice President, Tax**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

Home Address: 34 Rambling Brook Drive  
Holmdel, NJ 07733

**Lynette Carhart-Gladdis****Vice President**

Primary Address: 1 Campus Drive  
Parsippany, New Jersey 07054

Home Address: 8 Springtown Road  
Whitehouse Station, New Jersey 08889

**Mark E. Costello****Vice President and Assistant Secretary**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

Home Address: 28 Meadowfield Lane  
Glen Cove, New York 11542

**Susan M. Danino****Vice President**

Primary Address: 10 Sylvan Way  
Parsippany, NJ 07054

Home Address: 39 Prospect Street  
Caldwell, NJ 07006

**Arnold Janofsky****Vice President and Assistant Secretary**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

Home Address: 6 Cambridge Court  
Randolph, NJ 07869

**Kevin Monaco****Vice President and Assistant Treasurer**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054

Home Address: 15 Valley Road  
Madison, NJ 07940

**Anne Morrison****Vice President, Legal**

Primary Address: 1 Campus Drive

FILED  
2006 FEB -2 AM 10:44  
TALLAHASSEE FLORIDA

**Directors / Officers Report**

As of 1/30/2006

**Real Estate Franchise Group, Inc.**

Parasippany, NJ 07054

Home Address: 7 Shaker Mill Road  
Randolph, NJ 07869

**Christopher Sears****Vice President**

Primary Address: 1 Campus Drive  
Parasippany, NJ 07054

Home Address: 15 Cottonwood Trail  
Sparks, New Jersey 07871

**Jean Marie Sera****Vice President and Assistant Secretary**

Primary Address: 1 Campus Drive  
Parasippany, NJ 07054

Home Address: 66 Jefferson Street  
Unit B  
Hoboken, NJ 07030

**Steve Tanner****Vice President and Assistant Secretary**

Primary Address: 1 Campus Drive  
Parasippany, NJ 07054

Home Address: 27 Amherst Drive  
Basking Ridge, NJ 07920

FILED  
2006 FEB -2 AM 10:44  
TALLAHASSEE, FLORIDA

**Directors / Officers Report**

As of 1/30/2008

**Real Estate Franchise Group, Inc.**

**Directors**

**Anthony E. Hull**

**Director**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054  
Home Address: 170 Chapin Road  
Bernardsville, New Jersey 07924

**Richard A. Smith**

**Director**

Primary Address: 1 Campus Drive  
Parsippany, NJ 07054  
Home Address: 141 Mountain Top Road  
Bernardsville, New Jersey 07924

FILED  
2006 FEB -2 AM 10:44  
TALLAHASSEE FLORIDA  
S.A.L.



# Delaware

PAGE 1

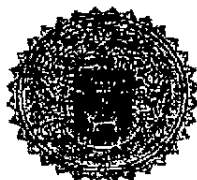
## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REAL ESTATE FRANCHISE GROUP, 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 SECOND DAY OF FEBRUARY, A.D. 2006.

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 "REAL ESTATE FRANCHISE GROUP, INC." WAS INCORPORATED ON THE TENTH DAY OF JANUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



4091934 8300

060099753

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4495220

DATE: 02-02-06

STATE  
OFFICE  
TALLAHASSEE  
FLORIDA

2006 FEB -2 AM 10:44

FILED