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To: Division of Corporations
Fax Number : (850)617-6381

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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Heather x2908

FOREIGN PROFIT/NONPROFIT CORPORATION

ROCK AND WRAP IT UP INC.

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|-----------------------|---------|
| Certificate of Status | 0 |
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APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

- 1. Rock and Wrap It Up Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. New York (State or country under the law of which it is incorporated)
3. 11-3258486 (FEI number, if applicable)
4. 03/30/95 (Date of Incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. (Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S., to determine penalty liability.)
7. 405 Oceanpoint Ave., Cedarhurst, NY 11516 (Principal office address)
405 Oceanpoint Ave., Cedarhurst, NY 11516 (Current mailing address)

8. To increase financial assets available to fight hunger and poverty in America.
(Purpose(s) of corporation authorized in home state or country to be carried out in the 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 Florida 32301
(City) (Zip Code)

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TALLAHASSEE, FLORIDA

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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 Heather Chapman
(Registered agent's signature)
Heather Chapman
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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: Syd Mandelbaum

Address: 405 Oceanpoint Ave.

Cedarhurst, New York 11516

Director: Ira Rosenblum

Address: 1315 Club Drive

Hewlett Harbor, New York 11557 (See attached Annex A for list of additional directors)

B. OFFICERS

President: Syd Mandelbaum, CEO and Founder - Rock and Wrap It Up Inc.

Address: 405 Oceanpoint Ave.

Cedarhurst, New York 11516

Vice President: David Alcaro, VP of Fundraising

Address: 1 Irving Place, Apt. P9AB

New York, New York 10003

Secretary: _____

Address: _____

Treasurer: Ira Rosenblum, Treasurer - Rock and Wrap It Up Inc.

Address: 1315 Club Drive, Hewlett Harbor, New York 11557

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

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Syd Mandelbaum, CEO
(Typed or printed name and capacity of person signing application)

ANNEX A

ADDITIONAL DIRECTORS – ROCK AND WRAP IT UP INC.

1. David Alcaro, RWU Director of Fundraising
1 Irving Place Apt. P9AB
New York, New York 10003
2. Steve Bernstein
155 E 29th Street #11A
New York, NY 10001
3. Cliff Greenberg
Partner
Baron Capitol
767 Fifth Ave., 49th Floor
New York, NY 10153
4. Leslie Leventman
1515 Broadway
New York, NY 10036
5. Robert Noyello
Consultant
127 Kauha's Street
Kihei, HI 96753
6. Beth Smith Hill
Smith Event Associates
36 Tamanny Trail
Danbury, CT 06811

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of ROCK AND WRAP IT UP INC. was filed on 03/30/1995, as a Not-for-Profit Corporation 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.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 04th day of June
two thousand and nine.*

A handwritten signature in black ink, appearing to read "Daniel Shapiro".

Daniel Shapiro
First Deputy Secretary of State