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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

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DIVISION OF CORPORATIONS

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ACCOUNT NO. : 072100000032

REFERENCE : 581840 86901D

AUTHORIZATION : *Patricia Pizzit*

COST LIMIT : \$ 122.50

ORDER DATE : April 19, 1995

ORDER TIME : 10:28 AM

ORDER NO. : 581840

CUSTOMER NO: 86901D

CUSTOMER: Ms. Sandi Kaufman
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

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FOREIGN FILINGS

NAME: HIMMEL ACQUISITION CORP.

☐ PROFIT
☐ NON-PROFIT

☐ CORPORATE
☐ LIMITED PARTNERSHIP

SS QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ XX CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

**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. Himmel Acquisition Corp.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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.)

2. Delaware

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

3. 65-0568498

(FEI number, if applicable)

4. March 23, 1995

5. Perpetual

(Date of incorporation)

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

6. March 23, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 200 Hypoluxo Road

Hypoluxo, FL 33462

(Current mailing address)

8. Any act or activity permitted by laws of Delaware.

(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:

The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, 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.

The Prentice-Hall Corporation System, Inc.

By: Vicki Schreiber, ASST. V.P.
(Registered agent's signature)

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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jeffrey S. Himmel

Address: c/o Himmel Equities, Inc.

450 Park Avenue, Suite 501, New York, NY 10022

Vice Chairman: _____

Address: _____

Director: Theodore Wm. Tashlik

Address: c/o Tashlik, Kreutzer & Goldwyn P.C.

833 Northern Boulevard, Suite 160, Great Neck, NY 11022

Director: Martin M. Goldwyn

Address: c/o Tashlik, Kreutzer & Goldwyn P.C.

833 Northern Boulevard, Suite 160, Great Neck, NY 11022

B. OFFICERS

President: Patrick Dwyer

Address: c/o Himmel Equities, Inc.

450 Park Avenue, Suite 501, New York, NY 10022

Vice President: _____

Address: _____

Secretary: Jeffrey S. Himmel

Address: c/o Himmel Equities, Inc.

450 Park Avenue, Suite 501, New York, NY 10022

Treasurer: Jeffrey S. Himmel

Address: c/o Himmel Equities, Inc.

450 Park Avenue, Suite 501, New York, NY 10022

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)

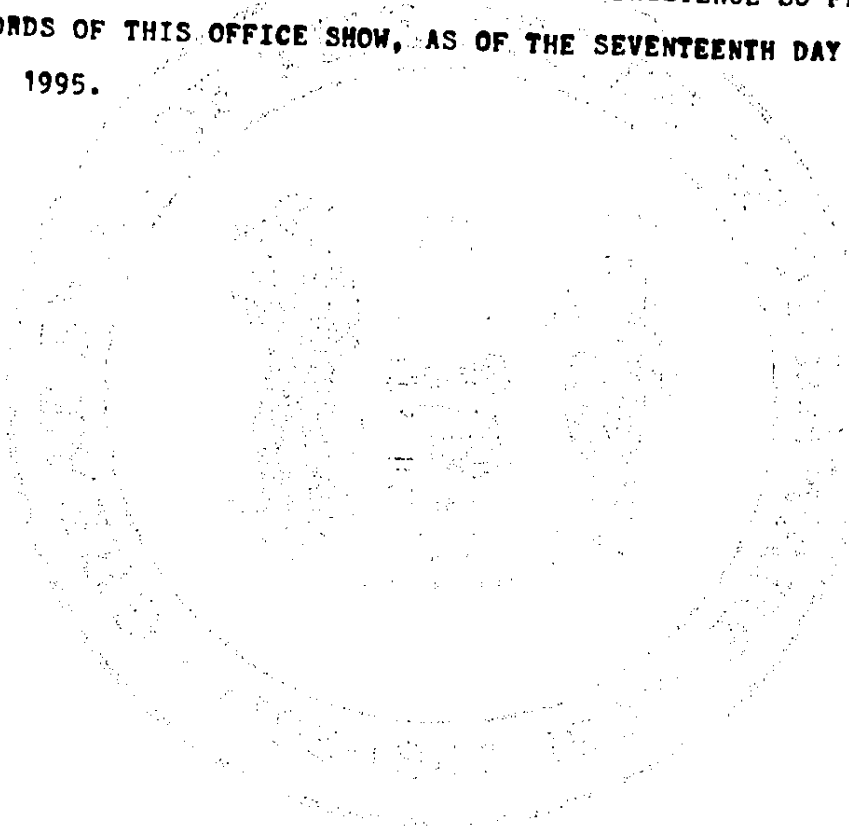
14.

Jeffrey S. Himmel, Chairman and Treasurer
(Typed or printed name and capacity of person signing application)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HIMMEL ACQUISITION CORP." 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 SEVENTEENTH DAY OF APRIL, A.D. 1995.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7474411

DATE: 04-17-95