

F9500002184



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

95 MAY -1 AM 11:39

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 585613 8203A

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 70.00

ORDER DATE : April 26, 1995

ORDER TIME : 10:41 AM

ORDER NO. : 585613

CUSTOMER NO: 8203A

W95-9145

000001469480

CUSTOMER: Frederick C. Horwood
Mandel And Resnik, P.C.
220 East 42nd Street

New York, NY 10017

ff

FOREIGN FILINGS

NAME: THE ENCORE COMPANY, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

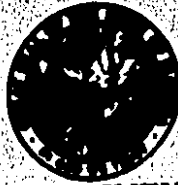
XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

FILED
95 MAY - 8 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 3, 1995

SUBJECT: THE ENCORE COMPANY, INC.
Ref. Number: W95000009145

We have received your document(s) in this office, however, the document is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in section 6 of the application. If the corporation has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office is required to collect the minimum civil penalty of \$500 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 495A00021427

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 1, 1995

use file date

CSC

Resubmit

SUBJECT: THE ENCORE COMPANY, INC.
Ref. Number: W9500009145

We have received your document for THE ENCORE COMPANY, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in section 6 of the application. If the corporation has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office is required to collect the minimum civil penalty of \$500 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 895A00020601

RECEIVED
MAY 11 1995
DIVISION OF CORPORATIONS

MAY-03-95 WED 10:28

SENT BY: MARCEL AND RESNIN P.C. : 5- 2-95 : 14:00 :

N B R P.C. =

P.02

10.3

MAY. -01' 95(MON) 16:06 CSC NETWORK/PH.

P.603

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Richard D. Segal, do hereby certify
that this Resolution of the Board of Directors of The Encore Company, Inc.
a corporation duly organized and existing under the laws of the State of New York
was duly adopted on May 2, 1995.

Resolved, that The Encore Company, Inc., organized
and existing in the State of New York, hereby adopts the
name The Encore Palm Beach Company, Inc. for use in Florida.

Dated: May 2, 1995


Signature of at least one director
Richard D. Segal

FILED
95 MAY - 1 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MMET02/93)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. The Encore Company, Inc.
(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. New York 3. 13-3186873
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 18, 1983 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPDN QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.158, F.S.)

7. 707 Westchester, Suite 401

White Plains, New York 10604
(Current mailing address)

8. Any lawful purpose
(Purposes 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:

Name: Corporation Service Company

Office Address: 1201 Hays Street

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.

By: Gail Shelby
(Registered agent's signature)
Gail Shelby, As 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.

95 MAY - 1 PM 4/04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

A. DIRECTORS

Chairman: Richard D. Segal
Address: 707 Westchester Avenue
White Plains, New York 10604

Vice Chairman: _____
Address: _____

Director: Richard D. Segal
Address: 707 Westchester Avenue
White Plains, New York 10604

Director: Raymond A. Lamontagne
Address: 707 Westchester Avenue
White Plains, New York 10604

B. OFFICERS

President: Raymond A. Lamontagne
Address: 707 Westchester Avenue
White Plains, New York 10604

Vice President: _____
Address: _____

Secretary: Donna Tookmanian
Address: 707 Westchester Avenue
White Plains, New York 10604

Treasurer: _____
Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY - 1 PM 4:04

FILED

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

13. Donna Tookmanian
(signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Donna Tookmanian, Secretary
(Typed or printed name and capacity of person signing application)

State of New York
Department of State | ss:

I hereby certify, that the certificate of incorporation of THE ENCORE COMPANY, INC. was filed on 07/13/1980, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 25th day of April
one thousand nine hundred and
ninety-five.



199504260260

Richard F. Frenchwell

FILED
95 MAY - 1 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA