

# F95000004037

## TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

800001553408  
-08/04/95--01044--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

WJ15-15800

SUBJECT: D & R Holding Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business In Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

M. Rosenberg  
(Name of Person)  
Arnold S. Goldin & Associates Inc.  
(Firm/Company)  
900 N Federal Highway, Suite 220  
(Address)  
Boca Raton, FL 33432  
(City, State and Zip Code)

FILED  
55 AUG 22 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mtm

Should you need to call someone concerning this matter, please call:

M. Rosenberg at ( 407 ) 368-5512  
(Name of Person) Area Code & Daytime Telephone Number

### COURIER ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 7, 1995

M. ROSENBERG  
% ARNOLD S. GOLDIN & ASSOC, INC.  
900 N. FEDERAL HIGHWAY, STE 220  
BOCA RATON, FL 33432

SUBJECT: D & R HOLDING INC.  
Ref. Number: W95000015800

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TALLAHASSEE, FLORIDA

We have received your document for D & R HOLDING INC. and your check(s) totaling \$78.75. 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.

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 195A00036821

## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Randolph J. Lipton, do hereby certify  
that this Resolution of the Board of Directors of D & R Holding Inc.,  
a corporation duly organized and existing under the laws of the State of Virginia,  
was duly adopted on August 9, 1995.

Resolved, that D & R Holding Inc.,  
and existing in the State of Virginia, hereby adopts the  
name Randa\* Holding Inc. for use in Florida.

Dated: August 9, 1995

  
\_\_\_\_\_  
Signature of at least one director

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. D & R Holding 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. Virginia 3. 54-1624755  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/1/92 5. perpetual  
(Date of incorporation) (Duration: Year corp. will consent to exist or "perpetual")
6. January 1, 1995  
(Date first transacted business in Florida. (See sections 607.1601, 607.1602, and 617.165, F.S.))
7. 1101 Tealwood Drive  
Virginia Beach, VA 23456  
(Current mailing address)
8. Investment Company  
(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:  
Name: David M. Hanowitz  
Office Address: 7201 N State Rd 7  
Parkland, Florida, 33067  
(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.

  
(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.

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

A. DIRECTORS

Chairman: Randolph J. Lipton

Address: 3170 S Ocean Blvd  
Palm Beach, FL 33480

Vice Chairman: David M. Hanowitz

Address: 2463 NW 62nd Street  
Boca Raton, FL 33496

Director: Arnold S. Goldin

Address: 1101 Tealwood Dr.  
Virginia Beach, VA 23456

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

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

B. OFFICERS

President: Randolph J. Lipton

Address: 3170 S Ocean Blvd  
Palm Beach, FL 33480

Vice President: David M. Hanowitz

Address: 2463 NW 62nd St.  
Boca Raton, FL 33496

Secretary: David M. Hanowitz

Address: As above

Treasurer: Randolph J. Lipton

Address: As above

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

13.

David M. Hanowitz  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

David M. Hanowitz, Vice Chairman

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

RECEIVED  
TALLAHASSEE, FLORIDA  
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# Commonwealth of Virginia



## State Corporation Commission

I Certify the Following from the Records of the Commission:

D & R Holding Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is May 01, 1992.

Nothing more is hereby certified.

FILED  
95 AUG 22 AM 8:56  
TALLAHASSEE, FLORIDA



Signed and Sealed at Richmond  
on this Date: July 28, 1995

*William J. Bridge*  
William J. Bridge, Clerk of the Commission