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14-95 17: THE COMPANY CORP 19922480 P.81
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
CONTACT: CHRISTINA CENTRE TUCKER
WILMINGTON DE 19801-
PHONE: (302) 575-0440
FAX: (302) 575-1346

((H95000014051))
QUALIFICATION

DOCUMENT TYPE: FOREIGN PROFIT

NAME: DELMA ATRIUM CORP.
FAX AUDIT NUMBER: H95000014051
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 15 AM 8:32
12/14

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95 DEC 14 PM 4:40
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1502, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 15 8:32

1. DELMA ATKUM CORP.
(Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as well 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. PENDING
(FBI number, if applicable)

4. 12/8/95
(Date of incorporation)

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

6. 12/15/95
(Date first transacted business in Florida. (See sections 607.1601, 607.1602, and 607.1603, F.S.)

7. 545 MADISON AVE - 17TH FLOOR
NEW YORK, NY 10022
(Current mailing address)

8. OWNERSHIP OF BEN ESTATE
(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: Larry Wolfe

Office Address: 200 - A John Knox Road
Tallahassee, Florida, 32314
(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.

see attachment

(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: KENDIX TOROYAN, Sole Director
Address: 545 MADISON AVE - 17TH FLOOR
NEW YORK, NY 10022

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: KENDIX TOROYAN
Address: 545 MADISON AVE - 17TH FLOOR
NEW YORK, NY 10022

Executive Vice President: PATRICK D. BARRETT
Address: 545 MADISON AVE - 17TH FLOOR
NEW YORK, NY 10022

Secretary: BETH TOROYAN
Address: 545 MADISON AVE - 17TH FLOOR
NEW YORK, NY 10022

Treasurer: _____
Address: _____

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

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

14. PATRICK D. BARRETT, EXECUTIVE VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Delma Atrium Corp.

desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of New York, State of
New York

~~Florida~~, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.


Larry Wolfe

December 14, 1995
Date

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DELMA ATRIUM 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 FOURTEENTH DAY OF DECEMBER, A.D. 1995.



FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 DEC 19 AM 6:32



Edward J. Freel

Edward J. Freel, Secretary of State

2569562 B306

950294694

AUTHENTICATION:

7751640

DATE:

12-14-95

TOTAL P.05