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FL 32
KIA 2-171
KIA 2-193 FAX
800-2-8-86

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CSC networks
PRESTIGE MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 042257 0907A

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : February 9, 1996

ORDER TIME : 3:03 PM

ORDER NO. : 042257

CUSTOMER NO: 0907A

300001712013

CUSTOMER: Steve May, Legal Asst
Kauffman & Schwartz, P.a.
Crocker Plaza, Suite 301
5355 Town Center Road
Boca Raton, FL 33486

FOREIGN FILINGS

NAME: SOUTH FLORIDA LAND DEVELOPMENT
CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

RECEIVED
96 FEB 12 AM 7:18
DIVISION OF CORPORATION

FILED
96 FEB 12 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 name of the corporation is: SOUTH FLORIDA LAND DEVELOPMENT CORP.
(Document No. E96000000006).
2. The corporation is incorporated in the State of DELAWARE.
3. The corporation's Federal Employer Identification Number is: 65-0627052.
4. The corporation was incorporated in Delaware on: February 3, 1994.
5. The corporation's existence is perpetual.
6. The corporation first transacted business in Florida in December, ¹⁹1995.
7. The corporation's current mailing address is:

242 East 51st Street
New York, New York 10022

8. The purposes for which this corporation is organized include providing consulting, research, development, planning, management, technical, financial, brokerage and other services in connection with the organization, operation and acquisition of business ventures and enterprises.
9. Name and street address of Florida registered agent:

SETH I. COHEN
5355 Town Center Road, Suite 301
Boca Raton, Florida 33486

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.

Seth I. Cohen

Seth I. Cohen, Registered Agent

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96 FEB 12 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 or corporate records in the jurisdiction under the law of which it is incorporated.

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

A. DIRECTORS

Chairman: Ivan Goodstein
242 East 51st Street
New York, NY 10022

Director: Marjorie Goodstein
242 East 51st Street
New York, NY 10022

Director: Steven Goodstein
242 East 51st Street
New York, NY 10022

B. OFFICERS


President: Ivan Goodstein
242 East 51st Street
New York, NY 10022

Vice President: Marjorie Goodstein
242 East 51st Street
New York, NY 10022

Secretary: Marjorie Goodstein
242 East 51st Street
New York, NY 10022

Treasurer: Ivan Goodstein
242 East 51st Street
New York, NY 10022

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TALLAHASSEE, FLORIDA

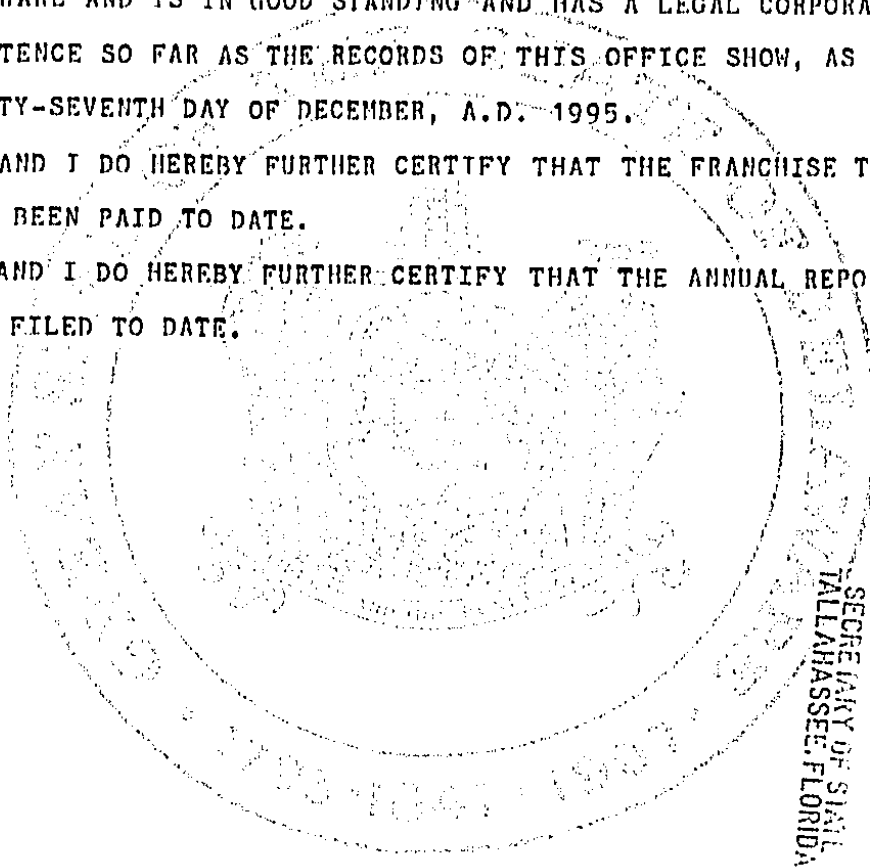

Ivan Goodstein
Director and President

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTH FLORIDA LAND DEVELOPMENT 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 TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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96 FEB 12 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

7768362

12-27-95