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DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032
REFERENCE : 003132 4302173
AUTHORIZATION : *Patricia Pijute*
COST LIMIT : \$ 70.00

ORDER DATE : January 15, 1996
ORDER TIME : 11:04 AM 300001688639
ORDER NO. : 003132
CUSTOMER NO: 4302173
CUSTOMER: Kim Lane, Legal Asst
Shereff Friedman Hoffman &
919 Third Avenue
New York, NY 10022

FOREIGN FILINGS

NAME: BFMA HOLDING CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- ☐ CERTIFIED COPY
- ☒ PLAIN STAMPED COPY
- ☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: *Clint Fuhrman*

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96 FEB 16 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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96 FEB 16 PM 4:26

DIVISION OF CORPORATION

submit

Attn:

January 16, 1996

CSC NETWORKS

Please give original
file date. Thanks!

Jennifer
Sindt

SUBJECT: BFMA HOLDING CORPORATION
Ref. Number: W96000001143

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

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1200.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 696A00001950

BFMA HOLDING CORPORATION

OFFICERS' CERTIFICATE

The undersigned, Barry W. Florescue, the President of BFMA Holding Corporation (the "Corporation") hereby certifies as follows:

The Corporation incorrectly stipulated on the Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application") the date on which the Corporation first transacted business in Florida (Item #4). The date of incorporation was erroneously indicated as the date on which the Corporation first transacted business in Florida. The correct date the Corporation first transacted business in Florida is no earlier than the "date of filing" of the Application.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 13th day of February, 1996.

BFMA HOLDING CORPORATION

By: _____

Name: Barry W. Florescue
Title: President

STATE OF NEW YORK)

COUNTY OF NEW YORK)

On the 13th day of February, 1996, before me came personally Barry W. Florescue, to me known and known by me to be the President of BFMA Holding Corporation, the entity described in and which executed the foregoing instrument; and that he did acknowledge to me that he did execute the instrument, pursuant to proper authority, on behalf of said entity.

Judith M. Abraham
Notary Public

JUDITH M. ABRAHAM
Notary Public, State of New York
No. 31-4718173
Qualified in New York County
Commission Expires March 30, 1996

FILED
96 FEB 16 AM 8:59
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. REMA Holding Corporation
(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 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 24, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. August 24, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.)

7. 701 S.E. 6th Avenue
Delray Beach, FL 33483
(Current mailing address)

8. To engage in any lawful act or activity for which a corporation may be
organized under Florida statutes
(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: [Signature]
(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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96 FEB 18 AM 8:55
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

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

A. DIRECTORS

Chairman: Barry W. Florescue (sole director)

Address: 701 S.E. 6th Avenue
Delray Beach, FL 33483

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Barry W. Florescue

Address: 701 S.E. 6th Avenue
Delray Beach, FL 33483

Vice President: _____

Address: _____

Secretary: Barry W. Florescue

Address: (see above)

Treasurer: Barry W. Florescue

Address: (see above)

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TALLAHASSEE, FLORIDA

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.

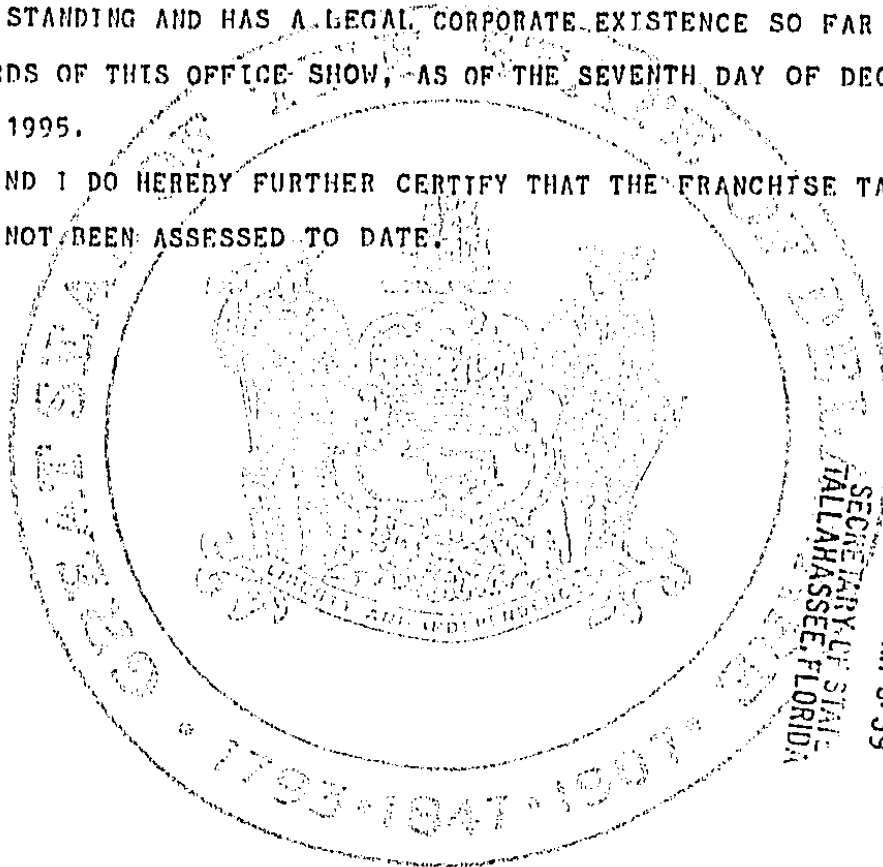
Barry W. Florescue
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE • 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BFNA HOLDING CORPORATION" 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 SEVENTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
96 FEB 16 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7739893

DATE: 12-07-95