

# F96000001043

## TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

000001726640  
-02/20/98--01080--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Factor One Corp.  
(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:

Marc ZINMAN - President  
(Name of Person)

Factor One Corp  
(Firm/Company)

627 E. Atlantic Blvd.  
(Address)

Pompano Beach, FL 33061  
(City/State/Zip)

HE 2/29  
96 FEB 28 PM 2:08  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

Marc ZINMAN at (954) 942 2663  
(Name of Person) (Area Code & Daytime Telephone Number)

gave auth. to complete #6

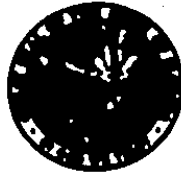
HE 2/29

### COURIER ADDRESS:

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

### MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

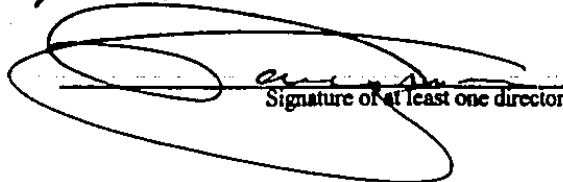
### RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Marc Zinman, do hereby certify  
that this Resolution of the Board of Directors of Factor One Corp.

a corporation duly organized and existing under the laws of the State of Delaware  
was duly adopted on February 26, 19 96.

Resolved, that Factor One Corp., organized  
and existing in the State of Delaware, hereby adopts the  
name The Factor Company  
for use in Florida.

Dated: 2/26/96

  
Signature of at least one director

INHS19(3/95)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 28 PM 2:08

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA

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

1. Factor One Corp.  
(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  
(State or country under the law of which it is incorporated)

3. Applied  
(FEI number, if applicable)

4. 1-29-1996  
(Date of Incorporation)

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

6. Upon qualification  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. \_\_\_\_\_

627 E Atlantic Blvd, Pompano Beach, FL 33061  
(Current mailing address)

8. To engage in any lawful act or activity under Corporate Law of Delaware  
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

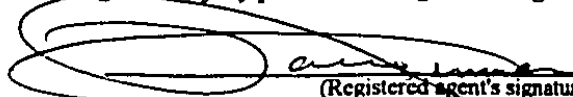
Name: MARC ZINMAN

Office Address: 627 E Atlantic Blvd

Pompano Beach, Florida, 33061  
(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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
6 FEB 28 PM 2:08

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Marc ZINMAN

Address: 627 E Atlantic Blvd, Pompano Beach FL 33061

Vice Chairman: Jacques ZINMAN

Address: 627 E Atlantic Blvd, Pompano Beach, FL 33061

Director: Lori ZINMAN

Address: 627 E Atlantic Blvd, Pompano Beach FL 33061

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

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

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Marc ZINMAN

Address: 627 E Atlantic Blvd, Pompano Beach FL 33061

Vice President: Jacques ZINMAN

Address: 627 E Atlantic Blvd, Pompano Beach, FL 33061

Secretary: Lori ZINMAN

Address: 627 E Atlantic Blvd, Pompano Beach FL 33061

Treasurer: Terri Hall

Address: 627 E Atlantic Blvd, Pompano Beach FL 33061

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

13.

Marc Zinman Chairman - President  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

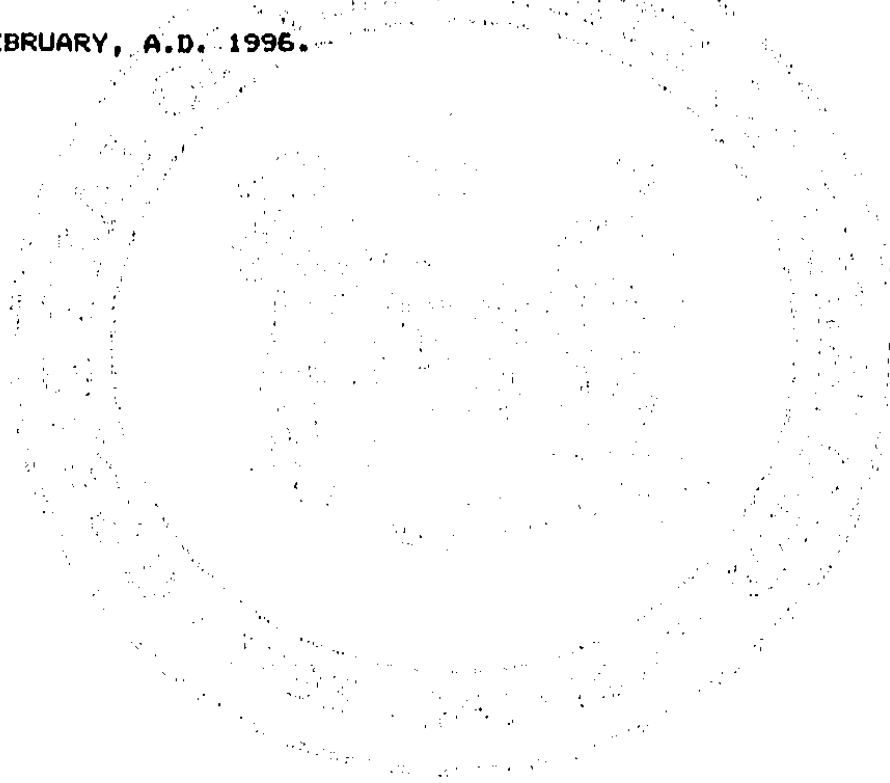
MARC ZINMAN chairman - President  
(Typed or printed name and capacity of person signing application)

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 "FACTOR ONE 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-SECOND DAY OF FEBRUARY, A.D. 1996.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 28 PM 2:08



*Edward J. Freel*

Edward J. Freel, Secretary of State

2586671 8300

960051506

AUTHENTICATION:

7836950

DATE:

02-22-96