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F96 000001607

CT CORPORATION SYSTEM
Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

200001761922
-03/20/96-01076-019
*****70.00 *****70.00
W96-6779

CORPORATION(S) NAME

Portal Publications, Ltd.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 28 PM 12:41

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious name Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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96 MAR 29 AM 11:50
DIVISION OF CORPORATION

March 28, 1996

C T CORPORATION SYSTEM

SUBJECT: PORTAL PUBLICATIONS LTD.
Ref. Number: W96000006779

We have received your document for PORTAL PUBLICATIONS LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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: 996A00014355

*Corrected -
please
backdate
Jana / CT*

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Portal Publications, Ltd, 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. Delaware
(State or country under the law of which it is incorporated)
3. 68-0131849
(FEI number, if applicable)
4. March 19, 1987
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. April 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 770 Tamalpais Drive, #400
Corte Madera, California 94925
(Current mailing address)
8. To engage in any lawful act or activity
(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: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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.

C T CORPORATION SYSTEM


(Registered agent's signature) (Officer)
TIMOTHY E. CARLSON
ASSISTANT SECRETARY

(Type Name and Title of Officer)

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: Terence M. Flynn

Address: 770 Tamalpais Drive, #400

Corte Madera, California 94925

DIRECTOR:

~~Vice Chairman~~ John W. Dinzole

Address: 6115 Official Road

Crystal Lake, Illinois 60014

Director: Bruce K. Koch

Address: 281 Tresser Blvd., Suite 501

Stamford, Connecticut 06901

Director: Marne Obernauer, Jr.

Address: 450 Park Avenue, Suite 2001

New York, New York 10022

B. OFFICERS

President: Terence M. Flynn

Address: 770 Tamalpais Drive, #400

Corte Madera, California 94925

Vice President: Donald J. Gorski

Address: 770 Tamalpais Drive, #400

Corte Madera, California 94925

Secretary: Robert A. Frasco

Address: 281 Tresser Blvd., Suite 501

Stamford, Connecticut 06901

Treasurer: Bruce K. Koch

Address: 281 Treanor Blvd., Suite 501

Stamford, Connecticut 06901

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

13. Robert A. Frasco
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert A. Frasco, Secretary
(Typed or printed name and capacity of person signing application)

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 "PORTAL PUBLICATIONS, LTD." 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-SIXTH DAY OF MARCH, A.D. 1996.

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

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 29 PM 12:42




Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7882599

03-26-96