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FLORIDA DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

STATE OF FLORIDA

ONE SE THIRD AVE
SUITE 2630

96 APR -2 AM 9:12

409 EAST GAINES STREET
TALLAHASSEE, FL 32395

MIAMI FL 33131-

7-00006194

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DOCUMENT TYPE:

FOREIGN PROFIT QUALIFICATION

NAME: ICP MIAMI LI CORP.

FAX AUDIT NUMBER: H96000004717

DATE REQUESTED: 04/CZ/1996

CERTIFIED COPIES: 2

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX/MAIL

ESTIMATED CHARGE: \$28C.00

ACCOUNT NUMBER: 075350000275

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** ENTER 'M' FOR MENU. **

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DIVISION OF CORPORATIONS

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION BUSINESS IN FLORIDA

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

1. ICP MIAMI XX 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. Belarus
(State or country under the law of which it is incorporated)
3. applied for
(FEI number, if applicable)
4. March 27, 1996
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. March 29, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 617.156, F.S.))
7. Mr. James Brinkerhoff
Fertis, Inc.
One Chase Manhattan Plaza
New York, New York 10005
(Current mailing address)
8. real estate investment and ownership
(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)
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

Ann Marie Cummins

(Registered agent's signature) (Officer)

Ann Marie Cummins

(Type Name and Title of Officer)

Asst Secy

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APR 2 '90 11:00 PM KELLEY DRYE WARREN NY 12 000 7007 TO 145M010050750020 P.00/05

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Allan E. Freedman

Address: Fortis, Inc.
One Chase Manhattan Plaza, New York, NY 10005

Director: E. Carol Mackin

Address: Fortis, Inc.
One Chase Manhattan Plaza, New York, NY 10005

B. OFFICERS

President: Martin S. Orland

Address: Fortis, Inc.
One Chase Manhattan Plaza, New York, NY 10005

Vice President: James J. Brinkerhoff

Address: Fortis, Inc.
One Chase Manhattan Plaza, New York, NY 10005

Secretary: John F. Sheehan, Esq.

Address: Fortis, Inc.
One Chase Manhattan Plaza, New York, NY 10005

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Treasurer: Barbara Engle
Portia, Inc.
Address: One Chase Manhattan Plaza, New York, NY 10005

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

13. [Signature] President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Martin S. Orlandi, President
(Typed or printed name and capacity of person signing application)

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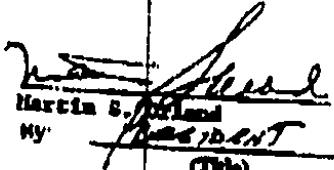
APR 2 96 11:00 PM KELLEY DRYE WARREN NY 12 888 7097 10 14589100507580328 P.05/05

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CONSENT TO USE OF NAME

ICP MIAMI I CORP., a corporation organized under the laws of the State of Delaware, hereby consents to the qualification of ICP MIAMI II CORP. in the State of Florida.

IN WITNESS WHEREOF, the said ICP MIAMI I CORP. has caused this consent to be executed by its President this 1st day of April 1996.


Martin S. Poland
My: President
(Title)

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FROM CORPORATION TRUST CO. 302-655-1476

(TUE)04.02'96 11:25/ST. 11:24/NO. 3561004227 P 2/2

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ICP MIAMI II 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 SECOND DAY OF APRIL, A.D. 1996.

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

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DIVISION OF CORPORATIONS
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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

7892142

04-02-96

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SENT BY:

4-2-96 : 15:26 :

ROS/REIS/STEIN-

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