

F96000001675

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

200001748062
-03/19/96--01057--006
****122.50 ****122.50

SUBJECT: Quarto, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

W96000005886

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:

Jennifer Wallis KOTZEN
(Name of Person)
Kevin MacCarthy Associates, P.C.
(Firm/Company)
444 Madison Avenue, Suite 701
(Address)
New York, NY 10022
(City, State and Zip Code)

43

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -3 PM 2:17

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

Jennifer Wallis KOTZEN at (212) 752 - 6700
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1996

JENNIFER WALLIS KOTZEN
KEVIN MACARTHY ASSOCIATES, P.C.
444 MADISON AVENUE, SUITE 701
NEW YORK, NY 10022

SUBJECT: QUARTO, INC.
Ref. Number: W96000005886

We have received your document for QUARTO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 \$2,400.00.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 196A00012437

p. 382

KEVIN MACCARTHY ASSOCIATES, P.C.

ATTORNEYS AT LAW

444 MADISON AVENUE
NEW YORK, N.Y. 10022

PHONE: (212) 752-6700

FAX: (212) 319-7584

March 26, 1996

Mr. Lee Rivers
Document Examiner
Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Quarto Inc.

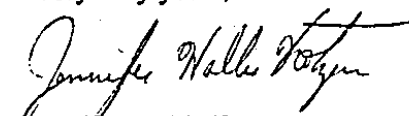
Dear Mr. Rivers:

Pursuant to your letter dated March 19, 1996, I am forwarding to you herewith the following documents:

1. The duly signed Application by Foreign Corporation for Authorization to Transact Business in Florida ("Application"); and
2. An Affidavit Regarding Information set forth in Application.

Should you have any questions regarding the above, please do not hesitate to contact me.

Very truly yours,


Jennifer Wallis Kotzen

Encls.


**AFFIDAVIT REGARDING INFORMATION
SET FORTH IN APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO DO BUSINESS
IN FLORIDA**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -3 PM 2:17**

Kevin MacCarthy, being duly sworn, deposes and says:


1. I am the President of Quarto Inc., the applicant ("Applicant") in the Application by Foreign Corporation for Authorization to Transact Business in Florida ("Application").
2. I am fully familiar with the facts and circumstances regarding the date Applicant first transacted business in Florida.
3. I am submitting this affidavit stating that the information regarding the date that the Applicant first transacted business in Florida as set forth in line 6 of the Application originally submitted to the Secretary of State for filing purposes was erroneous.
4. The date that Applicant actually commenced transacting business in Florida is March 5, 1996.

WHEREFORE, it is requested that the Florida Secretary of State change the information submitted in line 6 of the Application accordingly.


Kevin MacCarthy

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 26th day of March, nineteen hundred and ninety six before me personally came Kevin MacCarthy to me known, who, being by me duly sworn, did depose and say that he is the President of Quarto Inc., the corporation described in, and which executed the above instrument; that he signed his name thereto by order of the Board of Directors of said corporation.


Notary Public

JENNIFER W. KOTZEN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02K05053916
QUALIFIED IN NEW YORK COUNTY, 1
COMMISSION EXPIRES FEB. 26, 1998

**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. Quarto, 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. Rhode Island
(State or country under the law of which it is incorporated)
3. 13-3697222
(FBI number, if applicable)
4. January 12, 1993
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. October 5, 1994
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1209 Isabel Drive
Sanibel, FL 33957
(Current mailing address)
8. Management Consulting Services
(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: Bertrand de Ritter Zahony

Office Address: 1209 Isabel Drive
Sanibel, Florida, 33957
(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.

Bde Ritter Zahony
(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
96 APR -3 PM 2:17

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Bertrand de Ritter Zahony

Address: 1209 Isabel Drive

Sanibel, FL 33957

Director: Kevin MacCarthy

Address: 444 Madison Avenue, Suite 701

New York, NY 10022

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -3 PM 2:17

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

President: Kevin MacCarthy

Address: 444 Madison Avenue, Suite 701

New York, NY 10022

Vice President: _____

Address: _____

Secretary: Kevin MacCarthy

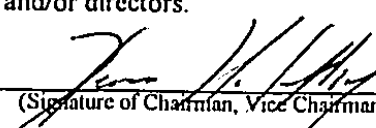
Address: 444 Madison Avenue, Suite 701

New York, NY 10022

Treasurer: _____

Address: _____

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

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

14. Kevin MacCarthy, President of Quarto, Inc.
(Typed or printed name and capacity of person signing application)



State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

I, James R. Langevin, Secretary of the State of Rhode Island and
Providence Plantations, **HEREBY CERTIFY** that

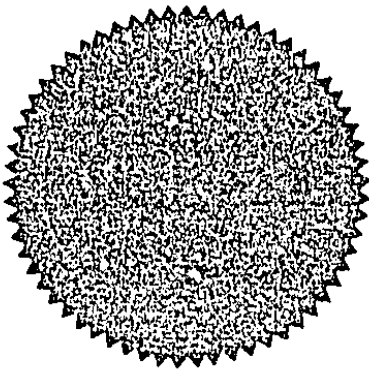
Quarto, Inc.

a Rhode Island corporation, filed original articles of Incorporation
in this office on the fifteenth day of January A.D., 19 93 ;

I **FURTHER CERTIFY** that said corporation is now of record and in
good standing in this office.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -3 PM 2:17

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed the seal of the
State of Rhode Island this twenty-first
day of February A.D., 19 96



James R. Langevin
Secretary of State

By Kelly E. Plesch
Acting Deputy Secretary of State