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1201 HAYS STREET
TAMPA, FL 33601
4-22-917
4-22-917, FAX

800 342-8006

CSC networks
PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 914981 108000001777100

AUTHORIZATION *Patricia Pzyto*
COST LIMIT : \$ 70.00

ORDER DATE : April 11, 1996

ORDER TIME : 9:46 AM

ORDER NO. : 914981

CUSTOMER NO: 10811A

CUSTOMER: Mitchell Hipsman, Esq
Sider & Hipsman, Pa
150 East Boca Raton Road

Boca Raton, FL 33432

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 11 AM 11:58
W 4/11

FOREIGN FILINGS

NAME: PARSIFAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

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96 APR 11 AM 11:23
DIVISION OF CORPORATION

MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS OF PARSIFAL, INC.

A special meeting of the Board of Directors of the Corporation was held at the time, date and place set forth below.

All of the Directors being present, the meeting was called to order by Neal Merbaum. Mr. Merbaum advised the Directors that the name "Parsifal, Inc.," under which the Corporation proposes to do business in Florida, has been reserved by another user. Accordingly, Mr. Merbaum proposed that the Directors adopt the name "Parsifal of Delaware, Inc." as the name under which the Corporation will do business in Florida.

Upon motion duly made, seconded and unanimously carried it was:

RESOLVED that the name "Parsifal of Delaware, Inc." is hereby adopted as the name under which the Corporation will do business in Florida upon approval of the Corporation's Application by Foreign Corporation for Authorization to Transact Business in Florida by the Secretary of State of Florida.

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There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Place: 301 Yamato Road - Suite 2200
Boca Raton, Florida

Date: March 22, 1996

Time: 10:00 a.m.

By: 
Neal Merbaum, Director

**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. Parsifal, 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 3. 65-0491765
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 9, 1994 5. Perpetual
(Date of incorporation) (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 617.152, F.S.)

7. 301 Yamato Road - Suite 2200
Boca Raton, FL 33431
(Current mailing address)

8. Ownership and operation of aircraft
(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: Donald C. Sider, Esquire

Office Address: 150 East Boca Raton Road

Boca Raton, , Florida , 33432
(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.

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

A. DIRECTORS

Chairman: Neal Merbaum

Address: 301 Yamato Road - Suite 2200

Boca Raton, FL 33431

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Neal Merbaum

Address: 301 Yamato Road - Suite 2200

Boca Raton, FL 33431

Vice President: _____

Address: _____

Secretary: Neal Merbaum

Address: 301 Yamato Road - Suite 2200

Boca Raton, FL 33431

Treasurer: _____

Address: _____

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

13.

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

14.

Neal Merbaum, Director
(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 "PARSIFAL, INC." 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 TENTH DAY OF APRIL, A.D. 1996.

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

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 11 AM 11:58



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7901870

DATE:

04-10-96

Document Number Only

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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

00002208346--S
08/11/97--01009--025
*****35.00 *****35.00

Parsital, Inc John Parsital and Thomas, Inc

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of F.A. |
| | | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.F. Verifier

CR2E031 (1-89)

8-11-97

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THANKS, MELANIE

RECEIVED
97 AUG 11 PM 12:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Jon Withdrawal

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Parsifal, Inc. doing business as Parsifal of Delaware, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

97 AUG 11 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Neal Merbaum, 301 Yamato Road, Suite 2215

(Mailing Address)

Boca Raton, FL 33431

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

 Signature

July 31, 1997
Date

Neal Merbaum

Typed or printed name

President

Title