

F9600000

CSC networks

PRESTIGE BOLD
LEGAL & FINANCIAL SERVICES

1201 HAYS STREET
TALLAHASSEE, FL 32304
904 224-4444
904 224-1991

800-342-8086

2080

RECEIVED
96 APR 16 PM 12:00
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 916328 4803290

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$70.00

ORDER DATE : April 11, 1996

ORDER TIME : 10:43 AM

ORDER NO. : 916328

300001782703

CUSTOMER NO: 4803290

CUSTOMER: Mark Fawer, Esq
Kramer Levin Haftalis Nessen
919 Third Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: APEX DISTRIBUTORS, 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: Lori R. Dunlap

W4/25
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 25 PM 1:39



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1996

CSC NETWORKS
WALK-IN

SUBJECT: APEX DISTRIBUTORS, INC.
Ref. Number: W96000007779

We have received your document(s) in this office, however, the document is being returned for the following:

An application for this corporation was recieved by mail last week, and the application was rejected based on the answer in line 6. Attached is a copy of the letter with which we rejected the application. As noted in the letter, the corporation must either pay the \$1,200.00 in annual report and penalty fees due, or submit a notarized affidavit as described in the fifth paragraph. We must have either the payment or the affidavit in order to authorize this corporation.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 196A00017628

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



ACCOUNT NO. : 072100000032
REFERENCE : 916328 4803290
AUTHORIZATION : *Patricia Piggett*
COST LIMIT : \$1,200.00

ORDER DATE : April 11, 1996

ORDER TIME : 10:43 AM

ORDER NO. : 916328

CUSTOMER NO: 4803290

CUSTOMER: Mark Fawer, Esq
Kramer Levin Naftalis Nessen
919 Third Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: APEX DISTRIBUTORS, 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: Lori R. Dunlap

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. Apex Distributors, 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. 13-3861614
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 14, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 20801 Biscayne Boulevard, Suite 301
Aventura, Florida 33180
(Current mailing address)
8. Wholesale Distributors
(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: Corporation Service Company
Office Address: 1201 Nays Street
Tallahassee, Florida, 32301
(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.

By: Laura R. Dunlap as agent for Corporation Service
(Registered agent's signature) Company

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 25 PM 1:39

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

A. DIRECTORS

Chairman: Sam Greenberg
Address: c/o Kramer, Levin, Naftalis, Nessen, Kamin & Frankel
919 Third Avenue, New York, New York 10022

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 25 PM 1:39

B. OFFICERS

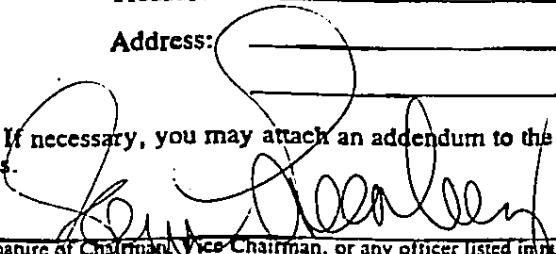
President: Sam Greenberg
Address: c/o Kramer, Levin, Naftalis, Nessen, Kamin & Frankel
919 Third Avenue, New York, New York 10022

Vice President: _____
Address: _____

Secretary: Sam Greenberg
Address: c/o Kramer, Levin, Naftalis, Nessen, Kamin & Frankel
919 Third Avenue, New York, New York 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. Sam Greenberg, Chairman
(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 "APEX DISTRIBUTORS, 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 TWELFTH DAY OF APRIL, A.D. 1996.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 25 PM 1:39



Edward J. Freel

Edward J. Freel, Secretary of State

2561798 8300

960106291

AUTHENTICATION: 7905379

DATE: 04-12-96