

**F96000003799**

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

**GSC networks**

PRESTIGE, HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 032321 4321373

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 25, 1996

ORDER TIME : 10:55 AM

ORDER NO. : 032321

CUSTOMER NO: 4321373

CUSTOMER: Helga Jones, Legal Assistant  
Wallman & Wechsler  
185 Madison Avenue  
6th Floor  
New York, NY 10016

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-07/26/96--01035--029  
\*\*\*\*122.50 \*\*\*\*122.50

*gl 7/26*

FOREIGN FILINGS

NAME: METZ PREMIUMS INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

**FILED RECEIVED**  
96 JUL 26 PM 1:09 JUL 26 PM 12:11  
SECRETARY OF STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

# 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. METZ PREMIUMS 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. New York  
(State or country under the law of which it is incorporated)
3. 13-3327647  
(FEI number, if applicable)
4. 1-15-86  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will agree to exist or "perpetual")
6. 8-1-96  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1503, F.S.))
7. 1280 South Alhambra Circle  
Coral Gables, Florida 33146  
(Current mailing address)
8. Manufacture and Design of Premium Incentives  
(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 Hays Street  
Tallahassee, Florida, 32301  
(Zip Code)

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## 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: [Signature]

(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.

ID:

JUN 10 '96 14:48 No.014 P.04

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

A. DIRECTORS

Chairman: Deborah S. Metz

Address: 50 West 57th Street

New York, New York 10019

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Deborah S. Metz

Address: 50 West 57th Street

New York, New York 10019

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. Deborah S. Metz  
(Typed or printed name and capacity of person signing application)

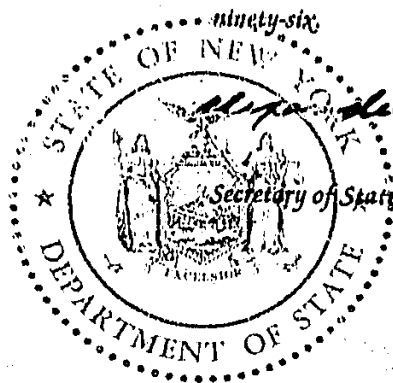
**State of New York**  
**Department of State** | **ss:**

I hereby certify, that the certificate of incorporation of METE PREMIUMS INC. was filed on 01/15/1986, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

\*\*\*

Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 05th day of July  
one thousand nine hundred and

ninety-six



*John F. Treadwell*

Secretary of State

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