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PREMIER LEGAL & FINANCIAL SERVICES

F96000005202

ACCOUNT NO. : 072100000032

REFERENCE : 112398 4310419

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : October 8, 1996

ORDER TIME : 10:15 AM

ORDER NO. : 112398

CUSTOMER NO: 4310419

CUSTOMER: Ms. Bernadine Horvath
Gellis & Melinger
Eleventh Floor
137 Fifth Avenue
New York, NY 10010

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-10/09/96--01105--013
*****183.75 *****183.75

FOREIGN FILINGS

NAME: SB-GP CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X (2) CERTIFIED COPY
PLAIN STAMPED COPY
X CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -8 PM 2:04

File 1st

RECEIVED
96 OCT -8 PM 1:30
DIVISION OF CORPORATION

364 222-5575 PRENTICE HALL 158 P63 OCT 84 '96 11161

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. SB-GP 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. New York 3. Not Applicable
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 19, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. October 11, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 66 Palmer Avenue, Suite 32
Bronxville, New York 10708
(Current mailing address)
8. General purposes corporation
(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: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays 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.

Patricia P. Smith
(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: SHEP BROZMANAddress: 820 Park AvenueNew York, New York 10021Vice Chairman: None

Address: _____

Director: SHEP BROZMANAddress: 820 Park AvenueNew York, New York 10021

Director: _____

Address: _____

B. OFFICERS

President: SHEP BROZMANAddress: 820 Park AvenueNew York, New York 10021Vice President: None

Address: _____

Secretary: SHEP BROZMANAddress: 820 Park AvenueNew York, New York 10021Treasurer: None

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)

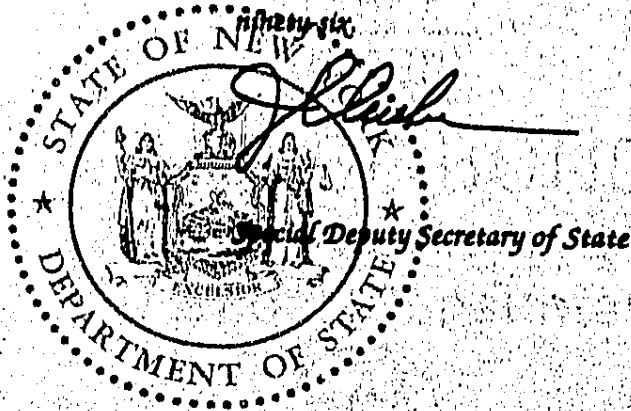
14. Shep Brozman, Chairman and Sole Officer and Director
(Typed or printed name and capacity of person signing application)

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

I hereby certify, that the certificate of incorporation of SB-OP CORP. was filed on 09/19/1996, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, 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 04th day of October
one thousand nine hundred and

ninety-six



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