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LAW OFFICES
BUTLER, FITZGERALD & POTTER
A PROFESSIONAL CORPORATION
1155 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10036

TELEPHONE 212 / 302-4900
FACSIMILE 212 / 302-4988

September 24, 1996

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

W96-20712

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-10/01/96--01011--003
*****70.00 *****70.00

Re: **Rapidma Corporation**
Our File No. 03742

To Whom It May Concern:

Enclosed please find the following documents in connection with the above-referenced corporation being authorized to transact business in the State of Florida:

1. Completed Application by Foreign Corporation For Authorization to Transact Business in the State of Florida;
2. Check payable to Florida Department of State in the amount of \$70.00;
3. Certified copy of A Certificate of Good Standing for Rapidma Corporation Issued by the State of New York, Department of State, Division of Corporations.

After processing the application, please provide a letter of acknowledgment to my attention at the above address indicating that the corporation is now authorized to transact business in Florida.

Very truly yours,

Barbara Gulotta

Barbara Gulotta
Legal Assistant

BG:dmd
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 1 PM 12:30
10/14



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED
OCT 7 1996

October 1, 1996

**BARBARA GULOTTA
BUTLER, FITZGERALD & POTTER
1155 AVENUE OF THE AMERICAS
NEW YORK, NY 10036**

**SUBJECT: RAPIDMA CORPORATION
Ref. Number: W96000020712**

We have received your document for **RAPIDMA CORPORATION** and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for"; or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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: 296A00044907

LAW OFFICES
BUTLER, FITZGERALD & POTTER
A PROFESSIONAL CORPORATION
1155 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10036

TELEPHONE 212 / 308-4800
FACSIMILE 212 / 308-4888

October 8, 1996

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

Re: Rapidma Corporation
Your Reference No. W96000020712
Our File No. 3742

Dear Mr. Rivers:

Pursuant to your letter of October 1, 1996, a copy of which is annexed hereto, I am returning the Application By Foreign Corporation to Transact Business in Florida for Rapidma Corporation with the information that you requested now complete.

Please process this application and send an acknowledgment to my attention at the above address once this has been accomplished.

Thank you very much for your assistance.

Very truly yours,


Barbara Gulotta
Legal Assistant

BG:dhs

Enclosure

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Rapidma Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

Raymond Fitzgerald, Esq.
(Name of Person)

Butler, Fitzgerald & Potter, A Professional Corporation
(Firm/Company)

1155 Avenue of the Americas, Suite 2810
(Address)

New York, New York 10036
(City/State/Zip)

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

Raymond Fitzgerald at (212) 302-4900
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Rapidma Corporation
(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 3. 13 384 5034
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 7/28/95 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 817.155, F.S.))
7. Rapidma Corporation, c/o Butler, Fitzgerald & Potter, A Professional Corporation
1155 Avenue of the Americas, New York, New York 10036
(Current mailing address)
8. Real Estate Investment
(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 acceptable)**

Name: Corporation Service Company

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.

By: Mark Anderson Asst. SECRETARY
(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
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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: _____

Address: _____

Director: _____

Address: _____

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

President: Raymond Fitzgerald

Address: c/o Butler, Fitzgerald & Potter, A Professional Corporation

1155 Avenue of the Americas, New York, New York 10036

Vice President: Same as above

Address: _____

Secretary: Same as above

Address: _____

Treasurer: Same as above

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)

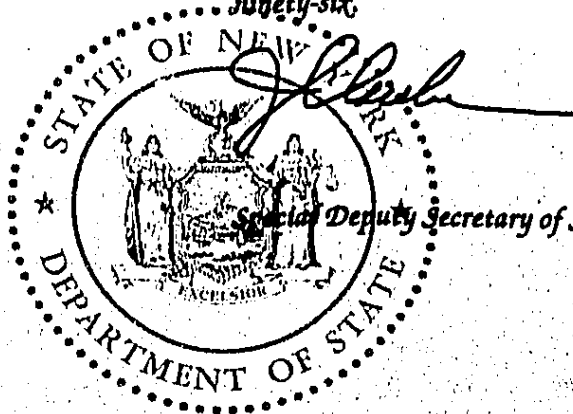
14. _____
(Typed or printed name and capacity of person signing application)

**State of New York
Department of State**

ss:

I hereby certify, that the certificate of incorporation of RAPIDNA CORPORATION was filed on 07/28/1995, 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 16th day of August
one thousand nine hundred and
ninety-six.



Special Deputy Secretary of State

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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