

F96000005799

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: MAJESTECH CORP.  
(Name of corporation - must include suffix)

000001996810--6  
-11/05/96--01174--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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:

Peter Smykowski, Controller  
(Name of Person)

MAJESTECH CORP.  
(Firm/Company)

P.O. Box 440, Rte. 100 N  
(Address)

Somers, N.Y. 10589  
(City/State/Zip)

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

Peter Smykowski at (914) 767-8230  
(Name of Person) (Area Code & Daytime Telephone Number)

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96 NOV -5 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

### RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Peter Smykowski, do hereby certify  
that this Resolution of the Board of Directors of MAJESTECH CORP.

a corporation duly organized and existing under the laws of the State of New York,  
was duly adopted on October 29, 19 96.

Resolved, that MAJESTECH CORP., organized  
and existing in the State of New York, hereby adopts the  
name MAJESTECH CORP. - NEW YORK  
for use in Florida.

Dated: 10/29/96

Peter Smykowski  
Signature of at least one director

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96 NOV - 5 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

INHS19(3/95)

**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. MAJESTECH 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 or country under the law of which it is incorporated)
3. 13-3328125  
(FBI number, if applicable)
4. 1954  
(Date of Incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. December 1, 1996  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. Box 440, Rte. 100 N.  
Somers, N.Y. 10589  
(Current mailing address)
8. To open a warehouse and to sell to wholesalers  
(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 NOT acceptable)**  
Name: Ernesto Romeo  
c/o Majestech  
Office Address: 10250 N.W. 89th Ave.  
Medley, Florida, 33178  
(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.

Ernesto Romeo

(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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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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: Richard M. Gore

Address: 72 Springhurst Rd.

Bedford Hills, N.Y. 10507

Vice President: John Monaco

Address: 204 Sheffield Ct.

Brewster, N.Y. 10536

Secretary: Richard M. Gore

Address: Same as above

Controller: Peter Smykowski

Address: 11 Brandywine Dr.

White Plains, N.Y. 10605

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TALLAHASSEE, FLORIDA

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

13. Peter Smykowski  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

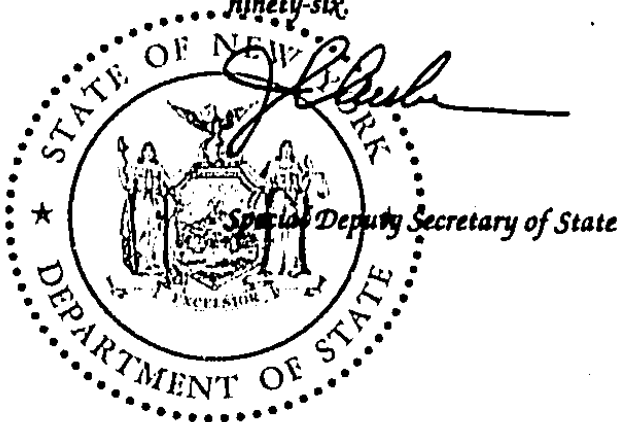
14. Peter Smykowski CONTROLLER  
(Typed or printed name and capacity of person signing application)

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

I hereby certify, that the certificate of incorporation of MAJESTECH CORPORATION was filed on 02/12/1986, 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.

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Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 18th day of October  
one thousand nine hundred and  
ninety-six.



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA