

F96000006821

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

500002042025--8
-12/31/96--01046--011
****800.00 ****800.00

SUBJECT: Porthampton Farms, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

500002036816--7
-12/24/96--01077--003
****122.50 ****122.50

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:

David B. Manowitz, Esq.
(Name of Person)
Porthampton Farms, Inc.
c/o Stahl Real Estate Co.
(Firm/Company)
277 Park Avenue-Suite 4700
(Address)
New York, New York 10172
(City/State/Zip)

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

David B. Manowitz at (212) 826-7060
(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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 6, 1996

STANLEY STAHL
PORTHAMPTON FARMS, INC.
277 PARK AVE
NEW YORK, NY 10172

SUBJECT: PORTHAMPTON FARMS INC.
Ref. Number: W96000023406

CERTIFIED MAIL #P 348 066 982 RETURN RECEIPT REQUESTED

It has been brought to my attention that the above mentioned entity may be transacting business in the State of Florida. I have searched the records of this office and have found no record of any filing for PORTHAMPTON FARMS INC., a corporation organized under the laws of New York.

Section 607.1501, Florida Statutes (copy enclosed), states that a foreign corporation may not transact business in this state without obtaining a certificate of authority from the Department of State. Further, s. 607.1502(4), F.S., authorizes the Department to collect a civil penalty of \$1000 for each year and any part thereof that a foreign corporation has transacted business in Florida without proper authority, along with the annual report fees due this office.

THE DIVISION OF CORPORATIONS RECOMMENDS THAT CORPORATE DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DIVISION IS A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING, OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.

Please review s. 607.1501(2), F.S., to determine whether said corporation's activities constitute the transaction of business. If it requires a certificate of authority, submit the enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida". If after reviewing s. 607.1501(2), F.S., it is determined that said corporation does not need to obtain authority, please provide a written response to that effect within (30) thirty days to avoid the necessity of further action.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 596A00050936

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**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. Porthampton Farms, 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
(State or country under the law of which it is incorporated)
3. 13-3668530
(FEI number, if applicable)
4. April 13, 1992
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. April 13, 1992
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 277 Park Avenue - Suite No. 4700
New York, New York 10172 Attention: Mr. Stanley Stahl
(Current mailing address)
8. train, race, breed, buy and sell horses
(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: Oliver S. Edwards

Office Address: 601 N.W. 85 Way

Pembroke Pines, Florida, 33024
(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.


(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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Stanley Stahl

Address: 277 Park Avenue, Suite 4700

New York, New York 10172

Director: Bruce Watkins

Address: 654 Madison Avenue, Suite 705

New York, New York 10021

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

President: Stanley Stahl

Address: 277 Park Avenue, Suite 4700

New York, New York 10172

Vice President: Bruce Watkins

Address: 654 Madison Avenue, Suite 705

New York, New York 10021

Secretary: Bruce Watkins

Address: 654 Madison Avenue, Suite 705

New York, New York 10021

Treasurer: Stanley Stahl

Suite 4700

Address: 277 Park Avenue New York, New York 10172

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. Stanley Stahl, President
(Typed or printed name and capacity of person signing application)

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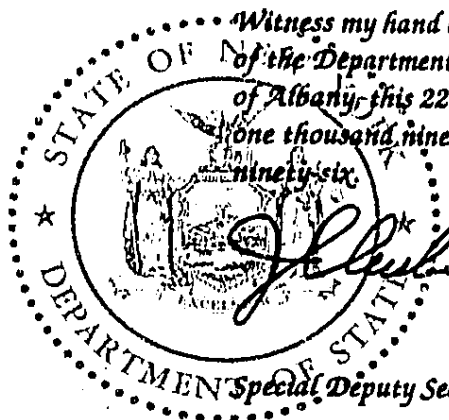
State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of PORTHAMPTON FARMS, INC. was filed on 04/13/1992, 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.

The Corporation Biennial Statement is past due.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of November
one thousand nine hundred and
ninety-six.



[Signature]
Special Deputy Secretary of State

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