

TRANSMITTAL LETTER

F97000005908

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Feldman Design Group Ltd.

(Name of corporation - must include suffix)

800002331048--7

-10/28/97--01009--001

****122.50 ****122.50

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:

Paul Kirchenberg, C.P.A.

(Name of Person)

C/O Pepper, Gelbord, Roth & Company, CPA's, LLP

(Firm/Company)

60 East 42nd Street - Suite 1201

(Address)

New York, New York 10165

(City/State/Zip)

W97-24473

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV - 6 PM 2:10

FILED

2/11/7

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

Paul Kirchenberg

(Name of Person)

at 212-867-3500

(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

October 28, 1997

PAUL KIRCHENBERG, C.P.A.
C/O PEPPER, GELBORD, ROTH & COMPANY, CPA
60 E. 42ND ST., #1201
NEW YORK, NY 10165

SUBJECT: FELDMAN DESIGN GROUP, LTD.
Ref. Number: W97000024473

We have received your document for FELDMAN DESIGN GROUP, LTD. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

Please be more specific about the purpose of the corporation. (see section #8 of the application)

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 (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 397A00052257

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. Feldman Design Group 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. 13-3713504

(FEI number, if applicable)

4. 4/13/93

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. October 1, 1997

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. C/O Pepper, Gelbord, Roth & Company, CPA's, LLP

60 East 42nd Street - Suite 1201, New York, New York 10165

(Current mailing address)

8. Interior Design

(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: Douglas Feldman

Office Address: 1000 Quayside Terrace

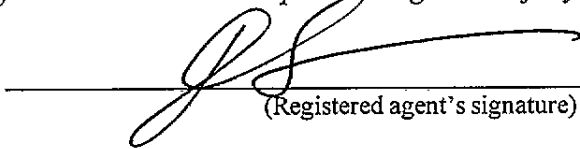
Miami, Florida

, Florida, 33138

(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.

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: Douglas Feldman

Address: 1000 Quayside Terrace - Apt 401
Miami, Florida 33138

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Douglas Feldman

Address: 1000 Quayside Terrace - Apt 401
Miami, Florida 33138

Vice President: _____

Address: _____

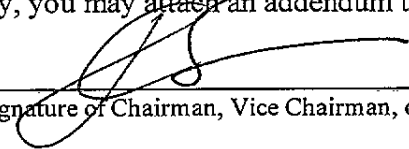
Secretary: _____

Address: _____

Treasurer: _____

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)

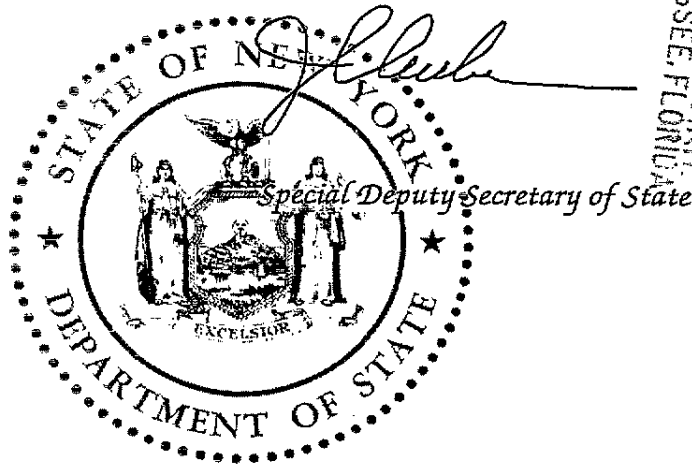
14. Douglas Feldman - President
 (Typed or printed name and capacity of person signing application)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

State of New York
Department of State ss:

I hereby certify, that the certificate of incorporation of FELDMAN DESIGN GROUP, LTD. was filed on 04/13/1993, 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 October
one thousand nine hundred and
ninety-seven.



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FILED
97 NOV -6 PM 2:10
SECRETARY OF STATE
ALBANY, NEW YORK