



THE UNITED STATES  
CORPORATION  
COMPANY

F97000006167

ACCOUNT NO. : 072100000032

REFERENCE : 508195 4362060

AUTHORIZATION : Patricia Pujols

COST LIMIT : \$ 70.00

ORDER DATE : August 25, 1997

ORDER TIME : 10:50 AM

ORDER NO. : 508195-005

CUSTOMER NO: 4362060

CUSTOMER: Gary Galleberg, Esq  
Zoran Ladicorbic Ltd.  
157 Chambers St

New York, NY 10007

W97-19971  
100002279771--5

FOREIGN FILINGS

NAME: NAPLES FLORIDA INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 21 AM 10:45

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97 AUG 28 AM 11:43  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 28, 1997

CSC  
ATTN: WARREN WHITTAKER

SUBJECT: NAPLES FLORIDA INC.  
Ref. Number: W97000019971

**SUBMIT**

Please give original  
submission date as file date.

*[Handwritten signature]*

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6958.

Lee Rivers  
Document Examiner

Letter Number: 697A00043386

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\* 60 days expired  
will not back date

# NAPLES FLORIDA INC.

## Action of the Directors By Unanimous Written Consent In Lieu of Special Meeting

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DIVISION OF CORPORATIONS  
91 NOV 21 AM 10:15

Pursuant to the authority of § 8-141(f) of the Delaware General Corporation Law, the undersigned, being all of the directors of NAPLES FLORIDA INC. (the "Corporation"), hereby affirmatively VOTE FOR, CONSENT TO, ADOPT and APPROVE the following resolutions:

WHEREAS, the Corporation desires to transact business in the State of Florida; and

WHEREAS, the name of this Corporation is not available for filing an application for a certificate of authority to transact business in Florida, it is hereby:

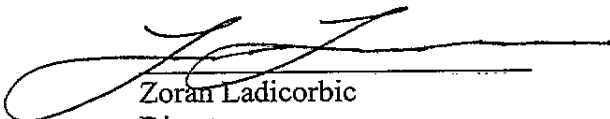
RESOLVED, that, pursuant to § 607.1506(1)(b), this Corporation adopt the fictitious name "ZORAN INC." for use in transacting business in the State of Florida; and it is further

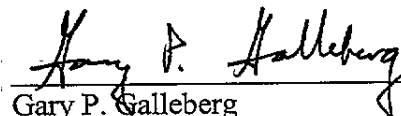
RESOLVED, that the proper Officers of this Corporation be, and they are, authorized to take such further actions, execute and deliver all such further agreements, instruments and documents, in the name of the Corporation as in their judgement shall be necessary, proper or advisable in order to carry out the intent and to accomplish the purposes of the resolutions adopted hereby; and it is further

RESOLVED, that this unanimous written consent may be signed in counterparts without affecting the validity of the same; and it is further

RESOLVED, that this written action in lieu of Special Meeting may be executed and transmitted via facsimile machine, and that such signature shall be deemed to be the original signature of the signatory.

The undersigned have hereunto set their hands this \_\_\_\_ of October, 1997.

  
Zoran Ladicorbic  
Director

  
Gary P. Galleberg  
Director

# 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. NAPLES FLORIDA 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. DELAWARE 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/19/97 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. 280 GULFSHORE BLVD. SOUTH  
NAPLES, FLORIDA 34102  
(Current mailing address)
8. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY  
(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: 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.

Corporation Service Company

By: \_\_\_\_\_

(Registered agent's signature)

Merryl Wiener, Asst. Vice President

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: GARY P. GALLEBERG

Address: 280 GULFSHORE BLVD. SOUTH  
NAPLES, FL 34102

Vice Chairman: ZORAN LADICORBIC

Address: 127 RIDGE DR.  
NAPLES, FL 34108

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: GARY P. GALLEBERG

Address: 280 GULFSHORE BLVD. SOUTH  
NAPLES, FL 34102

Vice President: ZORAN LADICORBIC

Address: 127 RIDGE DR.  
NAPLES, FL 34108

Secretary: LAURENCE CIDABA

Address: 324 BELINDA DR #12  
NAPLES, FL 34104

Treasurer: GARY P. GALLEBERG

Address: 280 GULFSHORE BLVD. SOUTH  
NAPLES, FL 34102

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. \_\_\_\_\_

GARY P. GALLEBERG, PRESIDENT

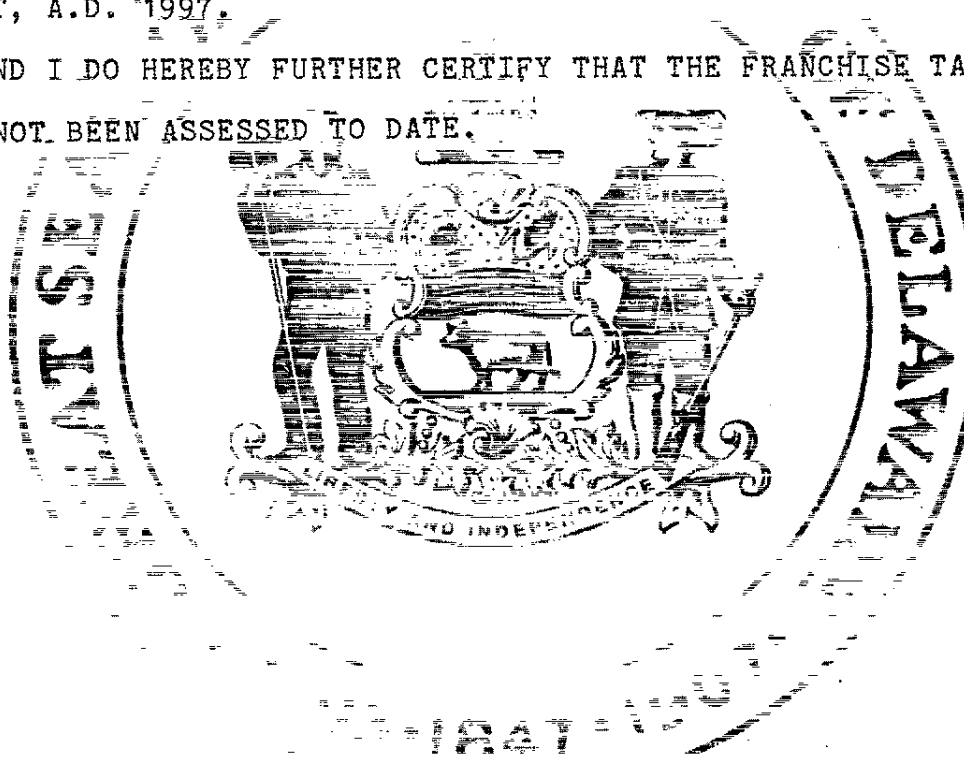
(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 21 AM 10:45

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NAPLES FLORIDA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS-A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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DIVISION OF CORPORATIONS  
97 NOV 21 AM 10:46



*Edward J. Freel*

Edward J. Freel, Secretary of State

2787298 8300

971285593

AUTHENTICATION: 8623839

DATE: 08-26-97