

ACCOUNT NO. : 072100000032

REFERENCE

AUTHORIZATION

COST LIMIT

Patricia Proit

ORDER DATE : 1-29-98

ORDER TIME :

ORDER NO. : 624780-5

CUSTOMER NO:

800002415608---

NAME: Manater Management Corp

Please file the attached registration, of the Attitude Tomes shown above and return the document(s) indicated below 3

Certified Copy

XY Plain Stamped Copy

Certificate of Status

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

18 JAN 29 AM 11: 21

SECRETARY OF STATE

1/29

98 JAN 29 AM II: 24

DANIEL MASSRY, Secretary of MANATEE MANAGEMENT CORP, a corporation duly organized under the laws of the State of New Jersey, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the <u>15th</u> day of December, 1997.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopts the alternate name MANATEE MANAGEMENT ASSOCIATES CORP. for use in transacting business in the State of Florida pursuant to Sections 607, 1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."

Pon! Danary Secretary

DANIEL MASSRY, Secretary

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, I'LORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1.	Manatee Management Corp. [Name of corporation: must include the word "INCORPORATED", "COMPANY" "CORPORATION"		
í	[Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" abbreviations of like import in language as will clearly indicate that it is a corporation instead of a ror partnership if not so contained in the name at present.	or wo	ras or Perso
2.	New Jersey (State or country under the law of which it is incorporated) 3. 22-3558178 (FEI number, if applicable)		
4.	(State or country under the law of which it is incorporated) (FEI number, if applicable)		•
т•	1 9 - 9 5. perpetual	petue	al"}
8.	as soon as qualified	•	
t	Date first transacted business in Florida. (See sections 607.1501, 607.1602, and 817.155, F.S.)		
7.	c/o Wharton Realty Group, Inc., 2100 Route 35	86	DIVÎS B
	Suite A, Sea Girt NJ 08750	M 2	CRET
	(Current mailing address)	ठ	227 227
3.	ownership and management of commercial shopping center	7	S 40.1
	(Purpose(s) of corporation authorized in home state or country to be carried out in the state of	Florid	
).	Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NC)T	SES.
•	Acceptable) Name: Corporation Service Company	_	
	Office Address: 1201 Hays Street		
		,	
	(Zip C	ode)	
Ο.	. Registered agent's acceptance:		

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.

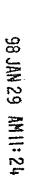
Corporation Service Company

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. DIREC Chairman:	TORS (Street address only- P.O. Box NOT acceptable) Saul R. Tawil		
Address:	c/o Ventura Enterprise, Inc.		
	240 W. 40th Street, New York NY 10018		
Vice Chairn	ian:		
Address:			
Director:			
Address:		 	
Director:		Ų	
Address:		···	
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B. OFFICE	RS (Street address only- P.O. Box NOT acceptable)	S	<u> </u>
President:	Saul R. Tawil	29	RA.
Address:	c/o Ventura Enterprise, Inc.		200
	240 W. 40th Street, New York NY 10018		STA VAC
Vice Preside	nt: Daniel Massry	24	SION THE
Address:	c/o Wharton Realty Group, 2100 Route 35		
	Suite A, Sea Girt NJ 08750		
Secretary:	Daniel Massry		
Address:	c/o Wharton Realty Group, 2100 Route 35		
	Suite A, Sea Girt NJ 08750		
Treasurer:	Saul R. Tawil		
Address:	c/o Ventura Enterprise, Inc.		
	240 W. 40th Street, New York NY 10018		
NOTE: If ne and/or direct	cessary, you may attach an addendum to the application listing additional ors.	officers	
13.	(Signature of Chairman, Vide Chairman, or any officer listed in number 12 of th	• unulicario	m \
	Daniel Massry Vice President	e abbiteario	
- A	1/11/11 1 1V(//) \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \		•

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



STATE OF NEW JERSEY DEPARTMENT OF STATE SHORT FORM STANDING

MANATEE MANAGEMENT CORP.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on November 19, 1997.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

Daniel Massry C/O Wharton Realty Group 2100 Route 35 Suite A Sea Girt, NJ 08750

Continued on next page . . .

