

F980000000947



ACCOUNT NO. : 072100000032

REFERENCE : 708523 4709754

AUTHORIZATION : *Patricia Pagan*

COST LIMIT : \$ 70.00

ORDER DATE : February 17, 1998

ORDER TIME : 1:04 PM

ORDER NO. : 708523-010

CUSTOMER NO: 4709754

CUSTOMER: William M. Kamen, Esquire
Noga Commodities, Inc.
Suite 8041
One World Trade Center
New York, NY 10048

RECEIVED
98 FEB 18 PM 2:02
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: NOGA COMMODITIES (FLORIDA),
INC.

300002434233--6

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX - PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 18 PM 2:48

mtm
2/18

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. NOGA COMMODITIES (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
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 2/17/98
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. One World Trade Center, Suite 8041
New York, New York 10048
(Current mailing address)
8. 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 Ilays 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.
By: Corporation Service Company
(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.

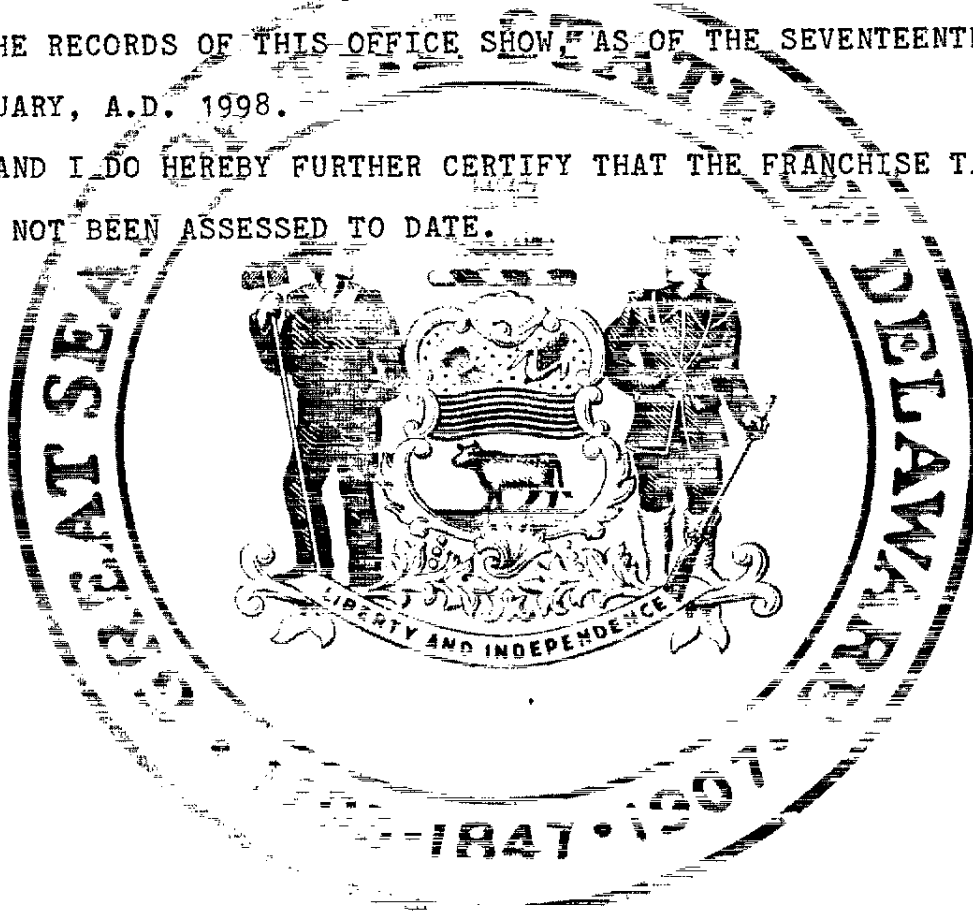
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State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NOGA COMMODITIES (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 SEVENTEENTH DAY OF FEBRUARY, A.D. 1998.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 18 PM 2:48



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8923818

DATE: 02-17-98