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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

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SUBJECT: Standard New York, Inc.
(Name of corporation - must include suffix)

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:

Keith Olin, Esquire
(Name of Person)
Morgan, Lewis & Bockius LLP
(Firm/Company)
200 S. Biscayne Boulevard-53rd Floor
(Address)
Miami, Florida 33131
(City/State/Zip)

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

Flora R. Perez, Esquire at (305) 579-0414
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Standard New York, 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. 13-3740371
(FEI number, if applicable)

4. November 3, 1993
(Date of incorporation)

5. Perpetual
(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. 153 East 53rd Street 38th Floor
New York City, NY 10022
(Current mailing address)

8. Plan to open a branch office upon approval
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

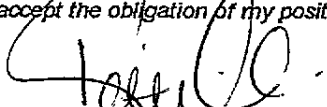
9. Name and street address of Florida registered agent:

Name: Keith Olin, Morgan, Lewis & Bockius LLP

Office Address: 5300 First Union Financial Center, 200 South Biscayne Bouleva
Miami, Florida, 33131-2339
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.


(Registered agent's signature) (Officer)

(Type Name and Title of Officer)

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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:

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

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Pieter Prinsloo

Address: Cannon Bridge House, 25 Dowgate Hill
London, England EC4R 2SB

Director: Sean O'Connor

Address: 153 East 53rd Street 38th Floor
New York City, NY 10022

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

President: Neil L. Sclater-Booth

Address: 153 East 53rd Street 38th Floor
New York City, NY 10022

Vice President: N/A

Address: _____

Secretary: Pieter Prinsloo

Address: Cannon Bridge House, 25 Dowgate Hill
London, England EC4R 2SB

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Treasurer: N/A

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Neil L. Sclater-Booth*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Neil L. Sclater-Booth President
(Typed or printed name and capacity of person signing application)

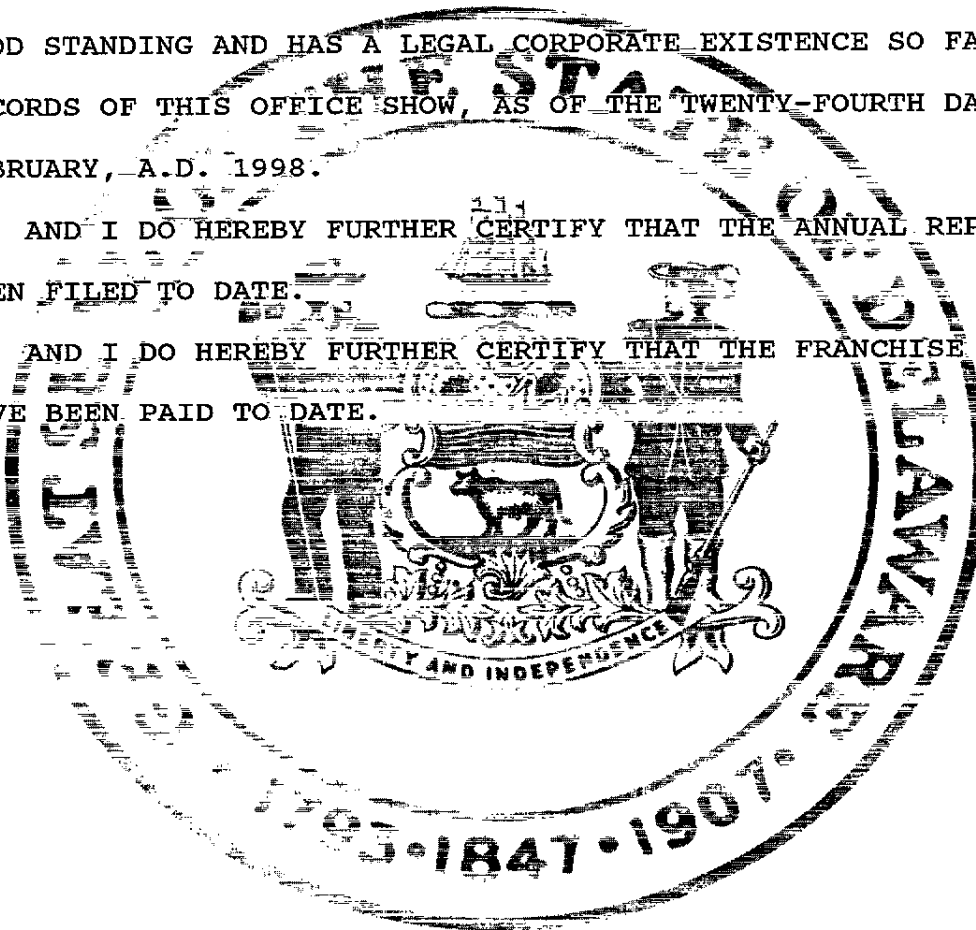
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STANDARD NEW YORK, 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-FOURTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE:

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