



THE UNITED STATES  
CORPORATION  
COMPANY

F98000002/52

ACCOUNT NO. : 072100000032

REFERENCE : 754691 4809298

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : March 25, 1998

ORDER TIME : 9:38 AM

ORDER NO. : 754691-005

CUSTOMER NO: 4809298

CUSTOMER: Ms. Marci L. Sacco  
Riker, Danzig, Scherer, Hyland  
Headquarters Plaza II  
Speedwell Avenue  
Morristown, NJ 07962

700002471687--3

W98-6981

FOREIGN FILINGS

NAME: F.C.I. CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynette Coleman

903/30  
98 MAR 30 PM12:31  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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98 MAR 30 AM10:38  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

98 APR 16 AM 11:25  
DIVISION OF CORPORATIONS

March 30, 1998

CSC

SUBJECT: F.C.I. CORP.  
Ref. Number: W98000006981

**RESUBMIT**

Please give original  
submission date as file date.

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) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 698A00016806

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# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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I, the undersigned Daniel Massry, do hereby certify  
(Name)

that this Resolution of the Board of Directors of F.C.I. Corp.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of New Jersey.

was duly adopted on March 31, 19 98.

Be it resolved, that F.C.I. Corp.  
(Corporate Name)

organized and existing in the State of New Jersey, hereby adopts the name

F.C.I. Investors Corp. for use in Florida.

Dated: 4/7/98

  
Signature of either Chairman, Vice Chairman or any officer.

Daniel Massry, Vice President

Type or print name

**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. F.C.I. Corp.  
(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 Jersey 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 23, 1998 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. c/o Wharton Realty Group, Inc.  
2100 Route 35, Suite A, Sea Girt NJ 08750  
(Current mailing address)

8. to own and operate commercial real property  
(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: Maureen Thaselin Asst.-V.P.  
(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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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: Saul R. Tawil

Address: c/o Ventura Enterprises, Inc.  
240 West 40th Street, New York NY 10018

Vice Chairman: Sharon Tawil

Address: c/o Ventura Enterprises, Inc.  
240 West 40th Street, New York NY 10018

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

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

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

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

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

President: Saul R. Tawil

Address: c/o Ventura Enterprises, Inc.  
240 West 40th Street, New York NY 10018

Vice President: Daniel Massry

Address: c/o Wharton Realty Group, Inc.  
2100 Route 35, Suite A, Sea Girt NJ 08750

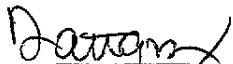
Secretary: \_\_\_\_\_

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

Treasurer: Saul R. Tawil

Address: c/o Ventura Enterprises, Inc.  
240 West 40th Street, New York NY 10018

**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. Daniel Massry, Vice President  
(Typed or printed name and capacity of person signing application)

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STATE OF NEW JERSEY  
DEPARTMENT OF STATE  
SHORT FORM STANDING

F.C.I. 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 March 23, 1998.*

*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:*

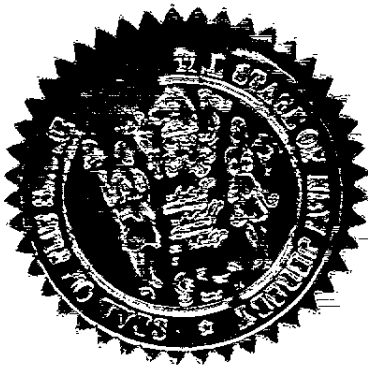
Daniel Massry  
C/O Wharton Realty Group  
2100 Route 35 Suite A  
Sea Girt, NJ 08750

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STATE OF NEW JERSEY  
DEPARTMENT OF STATE  
SHORT FORM STANDING

F.C.I. CORP.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
26th day of March, 1998

*Lonna R. Hooks*

LONNA R HOOKS  
Secretary of State

98 MAR 30 PM 12:31