

F980000004230

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PBD Holding, Inc

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-07/24/98--01040--007
****131.25 ****131.25

File 1st

- ✓ Art of Inc. File Cert
LTD Partnership File mm/ 7/24
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
✓ Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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Signature _____

Requested by: CD

Name

Date

Time

7-24-98 10:00

Walk-In _____

Will Pick Up _____

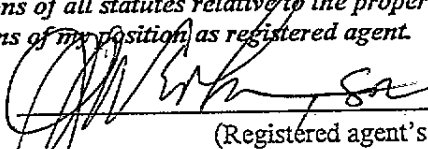
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. PBD Holdings, 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. 22-359-6265
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 3, 1998 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Not applicable - no business transacted in the State of Florida as of this date
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 24 River Road
Bogota, NJ 07603
(Current mailing address)
8. engage in any lawful act or activity
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Jesse E. Graham, Sr.
Office Address: 369 N. New York Avenue, Third Floor
Winter Park, FL, Florida, 32789
(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.



(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Lawrence J. Cohen

Address: 24 River Road, Bogota, NJ 07603

Director: Jay Chazanoff

Address: 24 River Road, Bogota, NJ 07603

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

President: Lawrence J. Cohen

Address: 24 River Road

Bogota, NJ 07603

Executive Vice President: Jay Chazanoff

Address: 24 River Road, Bogota, NJ 07603

Secretary: Lawrence J. Cohen

Address: 24 River Road

Bogota, NJ 07603

Treasurer: Lawrence J. Cohen

Address: 24 River Road

Bogota, NJ 07603

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

13. _____, President

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lawrence J. Cohen

(Typed printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PBD HOLDINGS, 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 FIFTEENTH DAY OF JULY, A.D. 1998..

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PBD HOLDINGS, INC." WAS INCORPORATED ON THE THIRD DAY OF MARCH, A.D. 1998.

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

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Edward J. Freel, Secretary of State

9198302

AUTHENTICATION:

DATE:

07-15-98