

Division of Corporations

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Florida Department of State
Division of Corporations
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From:

Account Name : PROSKAUER ROSE GORTZ & MENDELSON
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FOREIGN PROFIT QUALIFICATION**Grand Charter Group, Inc.**

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John Fox-Snyder, Esq.
Florida Bar No.: 957763
Proskauer Rose LLP
2255 Glades Road - Suite 340W
Boca Raton, Florida 33431
561-995-4704
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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 FL OR IDA.:

1. GRAND CHARTER GROUP INCORPORATED

(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. 13-3541954

(FEI number, if applicable)

4. OCTOBER 17, 1989

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or perpetual")

6. OCTOBER 1, 1998

(Date first transacted business in Florida. (SECTION 607.1501, 607.1502, AND 817.155, F.S.)

7. 810 7TH AVENUE - 9TH FLOOR

NEW YORK, NY 10019

(Current mailing address)

8. HOLDING COMPANY

(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: John Fox-Snyder c/o Proskauer Rose

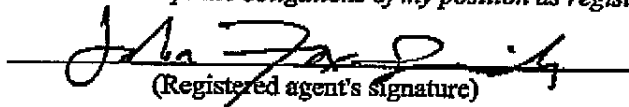
Office Address: 2255 Glades Road, Suite 340W

Boca Raton Florida 33431

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)

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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: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)Chairman: Stephen SchwartzAddress: 810 7th AvenueNew York, NY 10019Vice Chairman: Mark RondaAddress: 810 7th AvenueNew York, NY 10019Director: Warren HaberAddress: 810 7th AvenueNew York, NY 10019

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)President: Mark RondaAddress: 810 7th Avenue, New York, NY 10019

Vice President: _____

Address: _____

Secretary: Mark RondaAddress: 810 7th Avenue, New York, NY 10019

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Treasurer: Mark Ronda

Address: 810 7th Avenue

New York, NY 10019

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.

STEPHEN F. SCHWARTZ chairman & CEO

(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 "GRAND CHARTER GROUP INCORPORATED" 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 EIGHTH DAY OF OCTOBER, 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, Secretary of State

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AUTHENTICATION:

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DATE:

10-08-98