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CAPITOL SERVICES d/b/a

PARALEGAL & ATTORNEY SERVICE BUREAU, INC. (Requestor's Name) 1406 Hays Street, Suite 2 (Address) (904) 656-3992 OFFICE USE ONLY Tallahassee, FL 32301 (City, State, Zip) (Phone #) -10/27/98--01043--012 *****70.00 *****70.00 CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): 1. MARIboro Gallery, Inc. (Comporation Name) (Corporation Name) (Document #) (Corporation Name) (Document #) (Document #) (Corporation Name) Pick up time 10/27 Certified Copy Walk in Certificate of Status Will wait Mail out **AMENDMENTS NEW FILINGS** Amendment Profit Resignation of R.A., Officer/Director NonProfit Change of Registered Agent Limited Liability Dissolution/Withdrawal Domestication Merger Other REGISTRATION/ OTHER FILINGS QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Examiner's Initials

Other

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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 FLORIDA:

| 1.        | _Marlboro                      | ough Gallery Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                       |                |                             |                   |                  |
|-----------|--------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------------|-----------------------------|-------------------|------------------|
|           | (Name of corp                  | poration: must include the word "INCORPO<br>of like import in language as will clearly indi<br>mership if not so contained in the name at po                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | RATED                 | "COMP          | NY", "CORPO                 | ORATION" or v     | words or         |
|           | berson or part                 | nership if not so contained in the name at pr                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | icate that<br>esent.) | t it is a corp | oration instead             | i of a natural    |                  |
|           | New York                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                       |                |                             |                   |                  |
| 2.        |                                | under the law of which it is incorporated)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 3.                    | 13-1983        |                             |                   |                  |
| `         |                                | and the distribution of the second of the se |                       |                | (FEI number                 | , if applicable)  |                  |
| 4,        | April 4,                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                       | Perpe          | tual                        |                   |                  |
|           | (Date                          | of incorporation)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | - (Dur                | _              |                             | se to exist or "p | emetual*)        |
| 6.        | N/A .                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                       |                |                             | -                 |                  |
|           | (Date first t                  | ransacted business in Florida. (SEE SECTION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | is 607.13             | 01,607.15      | 02, AND 817.1               | 55, F.S.)         | <u> </u>         |
| 7         | 40 West                        | 57th Street                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                       |                |                             |                   |                  |
| ٠.        |                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                       | <del></del>    |                             |                   |                  |
|           | New York                       | , NY 10019 (Attn: John Helm                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | rich).                |                |                             | •                 | 98 (             |
| •         |                                | (Current mailir                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                       |                |                             | <del></del>       | 8 55             |
|           | In genera                      | al, to do and perform all a                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | nd eve                | erv thi        | no which :                  | may be not        | ~<br>~==         |
| 8         | advisabi                       | e or suitable and proper for                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | r the                 | conduc         | t of its                    | business.         | psary.           |
| Œ<br>Fi   | urpose(s) of co                | rporation authorized in home state or countr                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | y to be c             | arried out i   | n the state of              |                   |                  |
|           |                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | •                     | •              | المستمر متر                 | ,                 | <b>ું</b> કુંજુ. |
| 9. r<br>a | vame and st<br>cceptable)      | reet address of Florida registered                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | agent:                | (P.O. B        | ox or Mail ]                | Drop Box 💥        | or ≘≧            |
| ·         |                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                       |                |                             |                   |                  |
|           | Name: _                        | NRAI Services, Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                       |                |                             |                   |                  |
| Δæ.       | A d d                          | 526 East Park Avenue                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | •                     |                | -                           |                   | •                |
| Ome       | æ Address:_                    | 320 East Falk Avenue                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                       | ÷              |                             |                   |                  |
|           | •                              | Tallahassee                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                       |                | 32301                       |                   |                  |
| 10 1      |                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | j                     | Florida ,      | Zin Code)                   | <del></del>       |                  |
|           |                                | gent's acceptance:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                       | •              |                             |                   | •                |
| Havi      | ng been nam                    | ed as registered agent and to accept the profession of the confidence of the confide | t servi               | se of proc     | cess for the                | ahove stated      | , .              |
| regisi    | orunon at thi<br>tered agent i | e place designated in this application<br>of place designated in this application<br>and agree to act in this capacine. I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | n, I he               | reby acce      | ept the appo                | intment as        |                  |
| all su    | atutes relativ                 | ie to the proper and complete                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | W 17167               | asies ia       | comply with<br>uties, and T | 1 the provisio    | ns of            |
| una a     | iccept the ob                  | ligations of my position as registere                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | ed ager               | •              |                             | juminida 1        | 76678            |
|           |                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | , /                   | / /            | Auch                        |                   |                  |
|           |                                | (Registered agent's                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Signatu               | <u> 49</u>     | leist                       | ,                 |                  |
| 11. A     | Attached is a                  | certificate of anistance 1.1.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                       | •              |                             |                   |                  |
| de        | ivery of this                  | s application to the Department of S                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | icated,<br>tate. by   | not more       | tnan 90 day                 | ys prior to       |                  |
| in        | merar naving corporated.       | s application to the Department of S custody of corporate records in the                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | jurisdi               | ction und      | er the law o                | f which it is     | •                |

12. Names and addresses of officers and/or directors: (Street address ONLY-P. O. Box NOT acceptable)

| Chairman:       | TORS (Street address only- P. O . Box NOT acceptable)  N/A |               |       |
|-----------------|------------------------------------------------------------|---------------|-------|
| Address:        |                                                            | <del></del>   |       |
| Vice Chairman   | : N/A                                                      |               |       |
| Address:        |                                                            |               |       |
| Director:       | Pierre Levai                                               | <del></del>   |       |
| Address:        | c/o Marlborough Gallery Inc.                               |               |       |
| · · · · ·       | 40 West 57th Street, New York, NY 10019                    |               |       |
| Director:       | Gilbert Lloyd                                              |               | 2     |
| Address:        | c/o Marlborough Gallery Inc.                               | <del>8</del>  | Ç     |
| <br>            | 40 West 57th Street, New York, NY 10019                    |               |       |
| B. OFFICERS     | (Street address only- P. O. Box NOT acceptable)            |               |       |
| President:      | Pierre Levai                                               | PH            |       |
| Address:        | c/o Marlborough Gallery Inc.                               | ম<br><u>ই</u> | >     |
| ,               | 40 West 57th Street, New York, NY 10019                    | -             | 9     |
| Vice President: | Gilbert Lloyd                                              |               | - / ^ |
| Address:        | c/o Marlborough Gallery Inc.                               | <del></del>   |       |
|                 | 40 West 57th Street, New York, NY 10019                    |               |       |
| Secretary:      | Hanno D. Mott                                              | <del></del>   |       |
| Address:        | c/o Koenig, Ratner and Mott P.C.                           |               |       |
|                 | 152 West 57th Street, New York, NY 10019                   |               |       |
| Treasurer:      | N/A                                                        |               |       |
|                 |                                                            |               |       |

## State of New York Department of State

I hereby certify, that the certificate of incorporation of MARLBOROUGH GALLERY INC. was filed on 04/04/1963, under the name of MARLBOROUGH ARTS, INC., fixing the duration as perpetual, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment MARLBOROUGH ARTS, INC., changing name to MARLBOROUGH-GERSON GALLERY INC., was filed 05/21/1963.

A Certificate of Amendment MARLBOROUGH-GERSON GALLERY INC., changing name to MARLBOROUGH GALLERY INC., was filed 02/11/1970.

Witness my hand and the official seal

OF of the Department of State at the City
of Albany, this 30th day of September
office thousand hime hundred and
entirety-eight.

ME Special Departy Secretary of State

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38 UCT 27 PM 12: 57