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FAX #: (850)922-4003

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: STEAM USA, INC.

AUDIT NUMBER.....H98000021588

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

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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. STEAM USA, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 22-3528698

(FBI number, if applicable)

4. JUNE 9, 1997

(Date of incorporation)

5. PERPETUAL

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

6. UPON AUTHORIZATION

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 37 EAST WILLOW STREET

MILLBURN, NJ 07041

(Current mailing address)

8. TO 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: MICHAEL R. EMERY

Office Address: One Financial Plaza, Suite 2020

Fort Lauderdale, Florida, 33394
(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.

Michael R. Emery
(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.

PREPARED BY:
MICHAEL R. EMERY, ESQ.
ONE FINANCIAL PLAZA
SUITE 2020
FT. LAUDERDALE, FL 33394
954-524-4450

H98000021588

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

Chairman: MICHAEL ADLER

Address: 37 EAST WILLOW STREET
MILLBURN, NJ 07041

Vice Chairman:

Address:

Director: RICHARD ANTONOFF

Address: 37 EAST WILLOW STREET
MILLBURN, NJ 07041

Director: JOEL COOPERMAN

Address: 37 EAST WILLOW STREET
MILLBURN, NJ 07041

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

President: RICHARD ANTONOFF

Address: 37 EAST WILLOW STREET
MILLBURN, NJ 07041

Vice President:

Address:

Secretary: MICHAEL ADLER

Address: 37 EAST WILLOW STREET
MILLBURN, NJ 07041

Treasurer: JOEL COOPERMAN

Address: 37 EAST WILLOW STREET
MILLBURN, NJ 07041

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

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

14. RICHARD ANTONOFF
(Typed or 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 "STEAM USA, 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 SEVENTEENTH DAY OF NOVEMBER, A.D. 1998.

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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9410216

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