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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

K+S @ Cypress Springs Corp.
File 1st

NEED TODAY

- Walk In
- Mail Out
- Will Wait
- Photocopy

- Pick Up Time

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCUMENTS

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

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Ordered By: _____

Date: _____

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. K & S CYPRESS SPRINGS CORP.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. NEW YORK
(State or country under the law of which it is incorporated)

3. December 1 1998 4. Perpetual
(Date of Incorporation) (Duration)

5. 11 - 3464134
(Federal Employer Identification number, if applicable)

6. As of the date of filing this application
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7001 Brush Hollow Road, Westbury, New York 11590

7. _____
(Current mailing address)
to act as managing member of a limited liability company in the real estate business

8. _____
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Edward Kalikow
Address: 7001 Brush Hollow Road
Westbury, New York 11590

Vice Chairman: _____
Address: _____

Director: Eugene Shalik
Address: 7001 Brush Hollow Road
Westbury, New York 11590

Director: _____
Address: _____

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TALLAHASSEE FLORIDA

B. Officers:

President: Edward Kalikow
Address: 7001 Brush Hollow Road
Westbury, New York 11590

Vice President: _____
Address: _____

Secretary: Eugene Shalik
Address: 7001 Brush Hollow Road
Westbury, New York 11590

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: NationsCorp Registered Agents, Inc.
Office Address: 526 East Park Avenue
Tallahassee, Florida 32301
Zip Code

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11. 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: *Billy Spary*

12. 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.

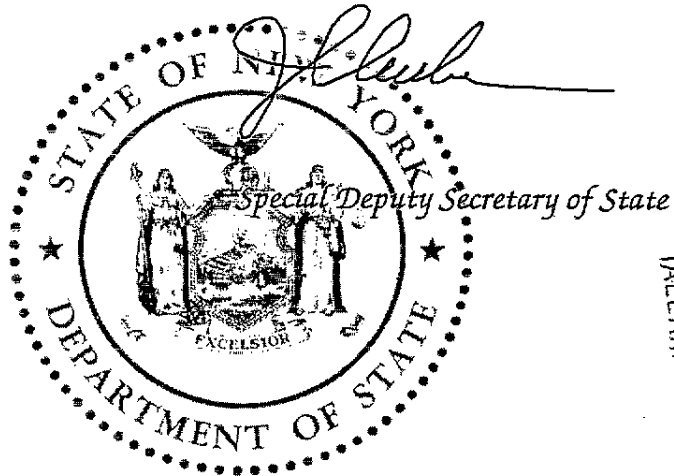
13. Edward Kalikow *Edward Kalikow*
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. President
(Name and capacity of person signing application)

State of New York
Department of State } ss:

I hereby certify, that the certificate of incorporation of K & S CYPRESS SPRINGS CORP. was filed on 12/01/1998, with perpetual duration, 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.

Witness my hand and the official seal of the Department of State at the City of Albany, this 10th day of December one thousand nine hundred and ninety-eight.



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