

# F98000006982

Florida Department of State  
Division of Corporations  
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From:

Account Name : HODGSON, RUSS, ANDREWS, ET AL  
Account Number : 072720000242  
Phone : (561) 394-0500  
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## FOREIGN PROFIT QUALIFICATION

### MDC CORPORATION

Certificate of Status	0
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FROM-HODGSON & RUSS

T-952 P.01/11 F-616

  
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ANDREWS  
WOODS &  
GOODYEAR LLP**  
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James A. Porter, P.A.  
Of Counsel

RESIDENT IN NEW YORK

Paul R. Comcan  
Mack S. Klein  
Stephen M. Newman

Jeffrey S. Geller  
Elana K. Scoler

**H98000023594**

December 23, 1998

**VIA FAX NO. (850) 922-4001**

Secretary of State  
Corporation Division  
409 E. Gaines Street  
Tallahassee, Florida 32302

Dear Sir/Madam:

**Re: MDC NEW YORK CORPORATION**

Attached is the Application by Foreign Corporation for Authorization to Transact Business in Florida for MDC Corporation hereby submitted for electronic filing.

Please charge our account accordingly and forward a certified copy to the undersigned via facsimile at (561) 394-3862.

If you have any questions, please call 1-800-331-1025.

Very truly yours,

**HODGSON, RUSS, ANDREWS, WOODS & GOODYEAR, LLP**

By:



Tracey A. Testa  
Corporate Paralegal

tat  
Attachment

**H98000023594**

FLADOCS:25229\_1 (JGT01)  
03857.0014

December 18, 1998

HODGSON, RUSS, ET AL.

SUBJECT: MDC CORPORATION  
REF: W98000028295

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins

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FROM-HODGSON & RUSS

T-952 P.03/11 F-616

Senior Corporate Section Administrator Letter Number: 396A00059499

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**CERTIFICATE OF SECRETARY**

The undersigned, Mary Ann Basil, in her capacity as Secretary of MDC NEW YORK CORPORATION, (the "Corporation"), does hereby certify on behalf of the Corporation that:

1. Attached hereto are true, correct and complete copies of resolutions duly adopted by the Board of Directors of the Corporation by written consent dated as of December 10, 1998, which resolutions have not been amended, modified or rescinded and remain in full force and effect and which authorize the use of the name MDC NEW YORK CORPORATION for the sole purpose of transacting business in the State of Florida pursuant to Section 607.1506(1)(b) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, I have hereunto signed my name.

Dated: As of December 10, 1998

  
Mary Ann Basil, Secretary

FLADOC2-2002.1 (1201)  
00457.00457/1274

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**MDC CORPORATION****ACTION BY THE DIRECTORS WITHOUT A MEETING**

The undersigned, being all the directors of MDC CORPORATION (the "Corporation"), do hereby consent that a meeting of the Board of Directors of the Corporation be dispensed with, for the purposes hereof, and do hereby take the following action by written consent, pursuant to the provisions of Section 708(b) of the Business Corporation Law of the State of New York.

Adoption of the following resolutions:

**Use of Name  
in Florida**

**WHEREAS**, the Corporation desires to qualify to conduct business in the State of Florida and it's real name is unavailable; and

**WHEREAS**, the Corporation may choose to use an alternate name to transact business in the State of Florida because its real name is unavailable; and

**WHEREAS**, the Corporation desires to authorize the use of the name of **MDC NEW YORK CORPORATION** for the sole purpose of transacting business in the State of Florida.

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the Corporation be, and hereby is, authorized and directed to qualify to conduct business in the State of Florida, pursuant to Section 607.1506 (1)(b) of the Florida Business Corporation Act using the name **MDC NEW YORK CORPORATION**; and be it further

**RESOLVED**, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute, deliver and file all of the necessary documents and papers and to take all such other actions as each of them shall deem necessary or desirable for the purpose of effecting the qualification of the Corporation to transact business in the State of Florida using the name **MDC NEW YORK CORPORATION**; and be it further

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- 2 -

**RESOLVED**, that this Action may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute on and the same instrument.

Dated: As of December 10, 1998

\_\_\_\_\_  
Donald J. Basil

\_\_\_\_\_  
Donald M. Basil

\_\_\_\_\_  
Mary Ann Basil

FLADOC8:25333\_1 (JTP01)  
03857.0014

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA.*

**1. MDC CORPORATION**

(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. NEW YORK**

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

**3. 16-1088310**

(FEI number, if applicable)

**4. JUNE 17, 1977**

(Date of incorporation)

**5. PERPETUAL**

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

**6. UPON DATE OF FILING**

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

**7. 200 DOX AVENUE**

**WILSON, NY 14172**

(Current mailing address)

**8. The Corporation shall own real property.**

(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: **HRAWG CORP.**

Office Address: **2000 GLADES ROAD, SUITE 400**

**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.*

HRAWG Corp.

By: 

Anthony L. Dutton (Registered agent's signature)  
Vice President

**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)**

H98000023594

Prepared by: Anthony L. Dutton, Esq.  
Hodgson, Russ, Andrews, Woods et al

2000 Glades Rd., Suite 400  
Boca Raton, FL 33431 (561) 394-0500 FL Bar No.: 268046

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



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

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: DONALD J. BASILAddress: 200 DOX AVENUEWILSON, NY 14172Director: DONALD M. BASILAddress: 200 DOX AVENUEWILSON, NY 14172

\* PLEASE SEE ATTACHED FOR ADDITIONAL DIRECTORS

**B. OFFICERS (Street address only - P. O. Box NOT acceptable)**President: DONALD J. BASILAddress: 200 DOX AVENUEWILSON, NY 14172Vice President: DONALD M. BASILAddress: 200 DOX AVENUEWILSON, NY 14172Secretary: MARY ANN BASILAddress: 200 DOX AVENUEWILSON, NY 14172Treasurer: PAUL J. BASILAddress: 200 DOX AVENUEWILSON, NY 14172

\* PLEASE SEE ATTACHED FOR ADDITIONAL OFFICERS

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. DONALD J. BASIL, PRESIDENT

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE

**H98000023594**

**ADDITIONAL LIST OF DIRECTORS AND OFFICERS**

**Director:** Mary Ann Basil  
**Address:** 200 Dox Avenue  
Wilson, NY 14172

**Executive**  
**Vice President:** Mary Ann Basil  
200 Dox Avenue  
Wilson, NY 14172

**Boca: 111384**

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TALLAHASSEE FLORIDA

**H98000023594**

# State of New York

## Department of State

SS:

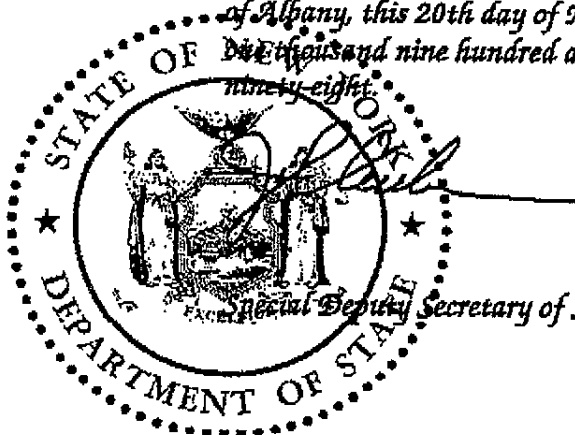
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I hereby certify, that the certificate of incorporation of MDC CORPORATION was filed on 06/17/1977, under the name of BASIL EQUIPMENT CORPORATION, with perpetual duration, and that a diligent examination has been made of the index of corporation papers 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.

A Certificate of Amendment BASIL EQUIPMENT CORPORATION, changing name to MDC CORPORATION, was filed 01/08/1991.

\*\*\*

Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 20th day of November  
ninety-eight.



Special Deputy Secretary of State

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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