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LAW OFFICES
MITRANI, BYNOE, ADAMSKY, MACAULAY & ZOBRIK, P.A.
2200 SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 358-0050
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December 21, 1998

By UPS OVERNIGHT

Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

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-12/22/98-01101-005
*****87.50 *****87.50

Re: Jerry Leigh of California, Inc.

Dear Sir or Madam:

Enclosed for filing please find the Application by Foreign Corporation for Authorization to Transact Business in Florida by Jerry Leigh of California, Inc. Also enclosed is our firm's check in the amount of \$87.50 in payment of the filing fee and the costs of a certificate of status and certified copy. For your convenience, we have enclosed a prepaid UPS envelope for return of the certificate.

Please feel free to contact the undersigned if you have any questions or need any further information.

Sincerely,

Robert B. Macaulay
Robert B. Macaulay

RBM:hcw

Attachments

cc. Andrew Leigh
Steve Halper

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. Jerry Leigh of California, 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. California
(State or country under the law of which it is incorporated)
3. 95-3179026
(FEI number, if applicable)
4. November 15, 1977
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. July 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 671 Rio Street
Los Angeles, CA 90023
(Current mailing address)
8. All lawful purposes.
(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: Robert Macaulay
Mitrani, Rynor, Adamsky, Macaulay & Zorrilla
Office Address: 2200 SunTrust International Center
One Southeast Third Avenue
Miami, Florida, 33131
(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.

Robert B. Macaulay
(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.

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

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

Director
~~Chairman~~

Jerry G. Leigh

Address: 671 Rio Street

Los Angeles, CA 90023

Director
~~Vice Chairman~~

Andrew Leigh

Address: 671 Rio Street

Los Angeles, CA 90023

Director: Barbara Leigh

Address: 671 Rio Street

Los Angeles, CA 90023

Director:

Address:

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

President: Andrew M. Leigh

Address: 671 Rio Street

Los Angeles, CA 90023

Vice President: Jeffrey Silver

Address: 671 Rio Street

Los Angeles, CA 90023

Secretary: Jerry G. Leigh

Address: 671 Rio Street

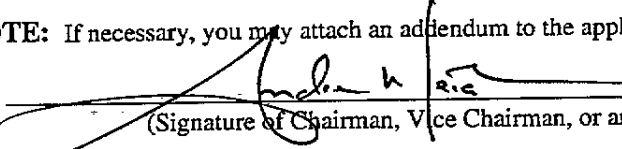
Los Angeles, CA 90023

Treasurer: Jerry G. Leigh

Address: 671 Rio Street

Los Angeles, CA 90023

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. Andrew M. Leigh, President
(Typed or printed name and capacity of person signing application)

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 15th day of November, 19 77

JERRY LEIGH OF CALIFORNIA, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

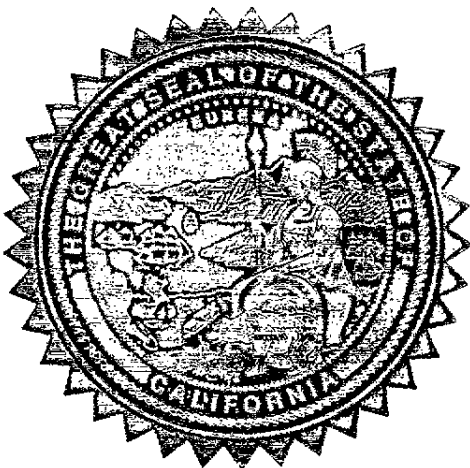
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

December 2, 1998



Bill Jones

Secretary of State

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