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ACCOUNT NO. : 072100000032

REFERENCE : 106180 7150717

AUTHORIZATION :

*Patricia Pizut*

COST LIMIT : \$ 70.00

ORDER DATE : January 20, 1999

ORDER TIME : 10:26 AM

ORDER NO. : 106180-005

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CUSTOMER NO: 7150717

CUSTOMER: Stephen Furnari, Esq  
Sichenzia Ross & Friedman LLP  
135 West 50th Street, 20th Fl.

New York, NY 10020

FOREIGN FILINGS

NAME: LCP CAPITAL CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED

99 JAN 21 PM 1:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

99 JAN 21 AM 11:30

DIVISION OF CORPORATION

21 JAN 22 1999

**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. LCP CAPITAL CORP.  
(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 3. 133621123  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 27, 1991 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. LCP Capital Corp. has not transacted business in Florida. Upon Qualification.  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 100 Wall Street  
New York, NY 10005  
(Current mailing address)
- To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
8. \_\_\_\_\_  
(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: Corporation Service Company
- Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip code)

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**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 designate 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.* Corporation Service Company

Patricia Pizito

(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)

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

Director: Salvatore Martorano

~~Chairman~~

Address: c/o LCP Capital Corp., 100 Wall Street, New York, NY 10005

Director: Peter Ungaro

~~Vice Chairman~~

Address: c/o LCP Capital Corp., 100 Wall Street, New York, NY 10005

Director: Brandt Mandia

Address: c/o LCP Capital Corp., 100 Wall Street, New York, NY 10005

Director:

Address:

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

President: Charles Stoffers

Address: c/o LCP Capital Corp., 100 Wall Street, New York, NY 10005

Vice President:

Address:

Chief Financial Officer and Secretary: Ira B. Newman

Address: c/o LCP Capital Corp., 100 Wall Street, New York, NY 10005

Treasurer:

Address:

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

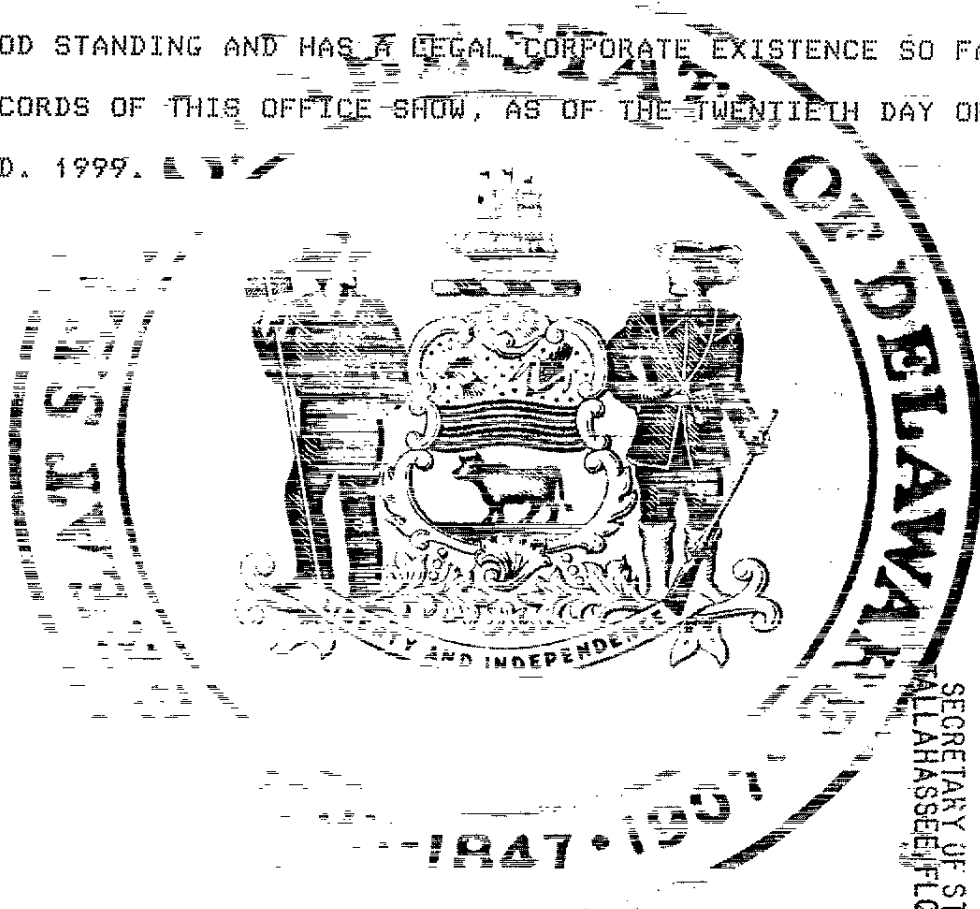
13.   
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Charles Stoffers, President  
 (Typed or printed name and capacity of person signing application)

*State of Delaware*  
*Office of the Secretary of State*

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LCP CAPITAL CORP." 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 TWENTIETH DAY OF JANUARY, A.D. 1999.



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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01-20-99