



THE UNITED STATES  
CORPORATION  
COMPANY

F99000000989

ACCOUNT NO. : 072100000032

REFERENCE : 133497 4300090

AUTHORIZATION :

COST LIMIT :

*Patricia R. 75 T20*

ORDER DATE : February 12, 1999

ORDER TIME : 4:11 PM

ORDER NO. : 133497-005

CUSTOMER NO: 4300090

CUSTOMER: Susan A. Palus, Legal Asst.  
Baer Marks & Upham LLP  
805 Third Avenue, 19th Floor  
New York, NY 10022

FILED  
99 FEB 19 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: EMMES ACORN CORP.

600002781536--8

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XIX CERTIFICATE OF GOOD STANDING

\*\*\*FILE 1ST\*\*\*

CONTACT PERSON: Tamara Odom

99 FEB 19 PM 4:44  
TALLAHASSEE, FLORIDA

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. Emmes Acorn 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  
(State or country under the law of which it is incorporated)
3. Applied For  
(FEI number, if applicable)
4. February 05, 1999  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. c/o Emmes Asset Management Company LLC, Suite 900, 420 Lexington Avenue

New York, NY 10170

(Current mailing address)

To engage in any act or activity for which corporations may be organized.

8. \_\_\_\_\_  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida ,

32304

(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.*

Corporation Service Company

By: Laura R. Duff

(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.

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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)**

Chairman: See attached officers/directors rider

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

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

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

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

President: See attached officers/directors rider

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

**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. Gary Tischler, Secretary  
(Typed or printed name and capacity of person signing application)

**FILED**  
99 FEB 19 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Emmes Acorn Corp.

### List of Officers

**Name:** Andrew Davidoff **Title:** President and COO  
**Bus. Addr.:** 420 Lexington Ave. Suite 900, New York, NY 10170

**Name:** S. Lawrence Davis **Title:** Vice President  
**Bus. Addr.:** 420 Lexington Ave. Suite 900, New York, NY 10170

**Name:** Mark Chertok **Title:** Vice President and Treasurer  
**Bus. Addr.:** 420 Lexington Ave. Suite 900, New York, NY 10170

**Name:** Gary M. Tischler **Title:** Vice President and Secretary  
**Bus. Addr.:** 420 Lexington Ave. Suite 900, New York, NY 10170

### List of Directors

**Name:** Andrew Davidoff **Term:** Feb 03, 2000  
**Bus. Addr.:** 420 Lexington Ave. Suite 900, New York, NY 10170

**Name:** S. Lawrence Davis **Term:** Feb 05, 2000  
**Bus. Addr.:** 420 Lexington Ave. Suite 900, New York, NY 10170

**Name:** Mark Chertok **Term:** Feb 05, 2000  
**Bus. Addr.:** 420 Lexington Ave. Suite 900, New York, NY 10170

**Name:** Gary M. Tischler **Term:** Feb 05, 2000  
**Bus. Addr.:** 420 Lexington Ave. Suite 900, New York, NY 10170

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMMES ACORN 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 TWELFTH DAY OF FEBRUARY, A.D. 1992.

FILED  
99 FEB 19 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9574216

DATE:

02-12-99