

APR 05 '99 (MON) 09:11

BILZIN, SUMBERG, ET. AL

TEL: (305) 374-7593

P. 00

Division of Corporations

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Florida Department of State
Division of Corporations
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From: Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
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FOREIGN PROFIT QUALIFICATION

EUROCAN CORP.

Certificate of Status	1
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March 10, 1999

BILZIN, SUMBERG, ET AL.

SUBJECT: EUROCAN CORP.
REF: W99000005772

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

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.

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.

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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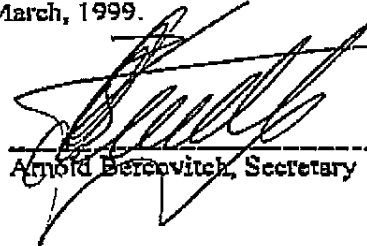
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**CERTIFICATE OF SECRETARY
OF
EUROCAN CORP.**

The undersigned, being the duly elected Secretary of Eurocan Corp., a New York corporation (the "Corporation"), in connection with the execution and delivery by the Corporation of an Application By Foreign Corporation for Authorization to Transact Business in Florida (the "Application"), hereby certifies on behalf of the Corporation that the following is a true, complete and correct copy of a resolution duly adopted by the Board of Directors of the Corporation, which resolution has not been modified, amended, cancelled or repealed as of the date hereof:

RESOLVED, that the Corporation be, and it hereby is, authorized and empowered to transact business within the State of Florida under the name **EUROCAN CORP. OF SOUTH FLORIDA.**

IN WITNESS WHEREOF, the undersigned has executed this Certificate as Secretary and on behalf of the Corporation as of the 30th day of March, 1999.



Arnold Beronvitch, Secretary

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FAX AUDIT NO. H99-5729

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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.

Eurocan Corp., which will transact business within the state of Florida under the
1. alternate name EUROCAN OF SOUTH FLORIDA

(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 3. 13-3873619
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 09-03-1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. As of the date of filing of this Application with the Secretary of State of Florida.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 111 West 40th Street, Suite 401, New York, New York 10018
(Current mailing address)

8. To engage in any lawful act or activity for which a foreign corporation may transact
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
business in the State of Florida under the laws of the state of Florida.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Harvey Lang

Office Address: 22310 Guadalupe Street
Boca Raton, Florida, 33433
(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.

Harvey Lang, (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.

This instrument prepared by:
Howard E. Nelson, Esquire
Florida Bar No. 931268
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2335
Telephone: (305) 374-7580

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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: Arnold Bercovitch

Director

Address: 111 West 40th Street, Suite 401, New York, New York 10018

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Arnold BercovitchAddress: 111 West 40th Street, Suite 401, New York, New York 10018

Vice President: _____

Address: _____

Secretary: Arnold BercovitchAddress: 111 West 40th Street, Suite 401, New York, New York 10018

Treasurer: _____

Address: _____

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NOTE: If necessary, you must 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. Arnold Bercovitch, President

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

FAX AUDITN NO. H99-5729

**State of New York } ss:
Department of State**

I hereby certify, that the certificate of incorporation of EUROCAN CORP. was filed on 09/03/1993, 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 23rd day of February
one thousand nine hundred and
ninety-nine.

Heck

Special Deputy Secretary of State



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