

BURGDORF & COMPANY

I N C O R P O R A T E D

F99000001974

January 22, 1998

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-01/26/98--01039--006
*****78.75 *****78.75

Qualification/Tax Lien Section
Division of Corporations
POB 6327
Tallahassee, Florida 32314

~~W98-1845~~

To Whom it May Concern:

Enclosed please find the appropriate forms in order to register our corporation in order to transact business in the state of Florida.

Also enclosed is our check number 3762 in the amount of \$78.75 representing the appropriate fees due.

If you should need any other information after reviewing the enclosed, please let me know.

Thank you.

Sincerely yours,



Cathy Czyz
Assistant to Roger Burgdorf

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BURGDORF & Company, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ROGER L. BURGDORF
(Name of Person)

BURGDORF & COMPANY, Inc.
(Firm/Company)

7 EAST FREDERICK PLACE Suite 100
(Address)

CEGAR Knolls NJ 07927
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

CATHY C242 at (973) 538-9100 (x264)
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 27, 1998

CATHY CZYZ
BURGDORF & COMPANY
7 EAST FREDERICK PL., STE. 100
CEDAR KNOLLS, NJ 07927

SUBJECT: BURGDORF & COMPANY, INC.
Ref. Number: W98000001845

We have received your document for BURGDORF & COMPANY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 698A00004503

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. BURGDOFF & Company, 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. New Jersey
(State or country under the law of which it is incorporated)
3. 22-2205378
(FEI number, if applicable)
4. 1977
(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. 7 EAST FREDERICK PLACE SUITE 100
CEDAR KNOLLS NEW JERSEY 07927
(Current mailing address)
8. Insurance
(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: Nicholas Barthow
Office Address: 4161 PELICAN WEST DR
BONITA SPRINGS, Florida, 34134
(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.

[Signature]
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: ROGER L. BURGDOFF

Address: 1 EAST FREDERICK PLACE Suite 100

cedar Knolls NJ 07927

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.  President

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

14. ROGER L. BURGDOFF PRESIDENT

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

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

BURGDORF & COMPANY, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on May 16, 1978.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

*Roger Burgdorf
7 East Frederick Place
Cedar Knolls, NJ 07927*

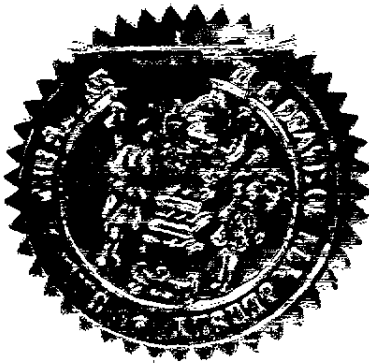
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

BURGDORF & COMPANY, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
23rd day of March, 1999

James A. DiEleuterio, Jr.

James A DiEleuterio, Jr.
Treasurer