

F99000002726



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 252981 4300090

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : May 25, 1999

ORDER TIME : 3:54 PM

ORDER NO. : 252981-005

CUSTOMER NO: 4300090

900002887889--1

RECEIVED

99 MAY 26 PM 4:53

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Mary A. Roma, Legal Assistant
Baer Marks & Upham LLP
805 Third Avenue
19th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: MONOGRAM ACQUISITION, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
99 MAY 26 PM 5:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/5/27/99

**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. Monogram Acquisition, 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. Delaware
(State or country under the law of which it is incorporated)

3. Application Pending
(FEI number, if applicable)

4. December 3, 1998
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. May 27, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 125 E. Bethpage Road

Plainview, New York 11803
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
(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 **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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: Patricia A. Pigula
(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. S.B. Frank

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

14. Sanford Frank, Secretary

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**RIDER TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA
OF
MONOGRAM ACQUISITION, INC.**

Item 12: Names and Addresses of officers and/or directors:

A. Directors:

<u>Name</u>	<u>Address</u>
Steven Lebensfeld	125 East Bethpage Road Plainview, New York 11803

B. Officers:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Steven Lebensfeld	Chief Executive Officer and President	125 East Bethpage Road Plainview, New York 11803
Harvey Goldberg	Executive Vice President	125 East Bethpage Road Plainview, New York 11803
Mark Merryweather	Vice President	125 East Bethpage Road Plainview, New York 11803
Sanford Frank	Secretary	125 East Bethpage Road Plainview, New York 11803
William Johnson, Jr.	Chief Financial Officer and Treasurer	125 East Bethpage Road Plainview, New York 11803
Thomas Schultz	Assistant Secretary	12395 75 th Street North, Largo, Florida 34642

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MONOGRAM ACQUISITION, INC." 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 TWENTY-FOURTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
99 MAY 26 PM 5:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9762992

DATE:

05-24-99