

F99000003287



ACCOUNT NO. : 072100000032

REFERENCE : 283835 4311859

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : June 22, 1999

ORDER TIME : 11:30 AM

ORDER NO. : 283835-010

100002915041--3

CUSTOMER NO: 4311859

CUSTOMER: Ms. Stephanie K. Smolock
Haythe & Curley
237 Park Ave.
20th Floor
New York, NY 10017-3142

FOREIGN FILINGS

NAME: RKF HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

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

CONTACT PERSON: Tamara Odom

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

JUN 24 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. RKF. Holdings, 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. (pending)
(FEI number, if applicable)
4. June 3, 1999
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. June 10, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Miroslav M. Fajt
237 Park Avenue, New York, NY 10017
(Current mailing address)
8. real estate investment
(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 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.

By: Laura R. Dwyer
(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)

Chairman: Miroslav M. Fajt
Address: 237 Park Avenue
New York, NY 10017

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Miroslav M. Fajt
Address: 237 Park Avenue
New York, NY 10017

Vice President: Stephanie K. Smolock
Address: 237 Park Avenue
New York, NY 10017

Secretary: Stephanie K. Smolock
Address: 237 Park Avenue
New York, NY 10017

Treasurer: Miroslav M. Fajt
Address: 237 Park Avenue
New York, NY 10017

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

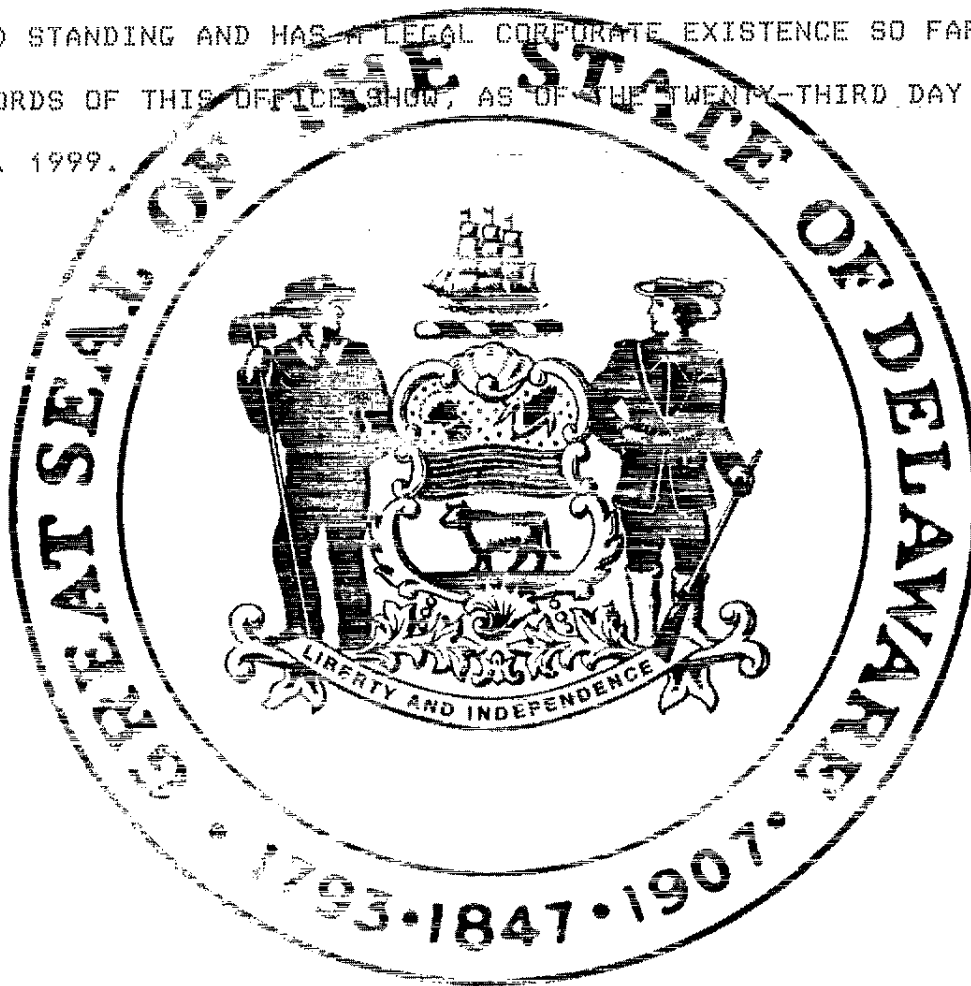
13. Stephanie K. Smolock
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stephanie K. Smolock, Secretary
(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 "RKF HOLDINGS, 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-THIRD DAY OF JUNE, A.D. 1999.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9822501

DATE: 06-23-99