

F99 00000 3638

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: CFF HOLDING CORP.
(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:

100002927351--2
-07/09/99-01062-005
*****87.50 *****87.50

Greg Weisman
(Name of Person)

CFF Holding Corp.
(Firm/Company)

1733 NE 5th Street
(Address)

Ft. Lauderdale, FL 33301
(City/State/Zip)

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

Greg Weisman at (305) 633-1006
(Name of Person) (Area Code & Daytime Telephone Number)

FILED
99 JUL -9 AM 8:30
7/15

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. CFF HOLDING 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. New Jersey 3. 22-3442736
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3/1/96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. a. 1360 Clifton Ave, Suite 332, Clifton, NJ 07012
(Principal office address)

b. Same
(Current mailing address)

8. To engage in any or all activities within purposes of corporation
(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: Gregory Weisman

Office Address: 1733 NE 5th Street
Ft. Lauderdale, Florida 33301
(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.


(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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92 JUN -9 AM 8:30
CLIFTON, NJ

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Gregory Weisman

Address: 1733 NE 5B Street

Ft. Lauderdale, FL 33301

Vice President: _____

Address: _____

Secretary: Gregory Weisman

Address: Same

Treasurer: _____

Address: _____

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SECRETARY
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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. Gregory Weisman, President
(Typed or printed name and capacity of person signing application)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

CFF HOLDING CORP.

*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 March 1, 1996.*

*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:*

*Gregory Weisman
1360 Clifton Ave Ste 332
Clifton, NJ 07012*

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

CFF HOLDING CORP.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
25th day of June, 1999

James A. DiEleuterio, Jr.

James A DiEleuterio, Jr.
Treasurer

99 JUL -9 AM 8:30