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Division of Corporations
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FOREIGN PROFIT QUALIFICATION

AAE Acquisition Corporation

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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.*

1. AAE ACQUISITION CORPORATION
(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 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. OCTOBER 6, 1999 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. SUBSEQUENT TO THE FILING OF THIS APPLICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 11 BROADWAY, SUITE 420
NEW YORK, NEW YORK 10004
(Current mailing address)
8. TO TRANSACT ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED
UNDER THE LAWS OF THE STATE OF FLORIDA
(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: ROBERT W. BARRON
- Office Address: 350 E. LAS OLAS BLVD., #1000
FORT 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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: CRAIG STEINAddress: 11 BROADWAY, SUITE 420NEW YORK, NY 10004Vice Chairman: n/a

Address: _____

Director: CRAIG STEINAddress: 11 BROADWAY, SUITE 420NEW YORK, NY 10004Director: DAVID STEINAddress: 11 BROADWAY, SUITE 420NEW YORK, NY 10004**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: CRAIG STEINAddress: 11 BROADWAY, SUITE 420NEW YORK, NY 10004Vice President: n/a

Address: _____

Secretary: CRAIG STEINAddress: 11 BROADWAY, SUITE 420NEW YORK, NY 10004Treasurer: CRAIG STEINAddress: 11 BROADWAY, SUITE 420NEW YORK, NY 10004

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. _____

CRAIG STEIN, PRESIDENT

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

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AAE ACQUISITION CORPORATION" 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-FIFTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0042767

DATE: 10-25-99

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