



THE UNITED STATES  
CORPORATION  
COMPANY

# F99000006231

ACCOUNT NO. : 072100000032

REFERENCE : 497031 7182187

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 87.50

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 DEC -2 AM 9:10

ORDER DATE : November 29, 1999

ORDER TIME : 11:22 AM

ORDER NO. : 497031-005

CUSTOMER NO: 7182187

CUSTOMER: Mr. Robert Feingold  
Top Driver Inc.  
140 Sylvan Avenue 3rd Floor

100003059461--7

Englewood Cliff, NJ 07632

FOREIGN FILINGS

NAME: TOP DRIVER, INC.

*(Handwritten signature/initials)*

*Doc 2*

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

*RL*

*12/2/99*

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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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. TOP DRIVER, 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. 13-3909958  
(FEI number, if applicable)
4. 8/12/96  
(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. 140 SYLVAN AVENUE, 3RD FLOOR  
ENGLEWOOD CLIFFS, NEW JERSEY 07632  
(Current mailing address)
8. TO CONDUCT ANY LAWFUL BUSINESS, TO PROMOTE ANY LAWFUL PURSUE, AND TO ENGAGE IN ANY LAWFUL  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) ACT OR ACTIVITY
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.

By: Bonnie H. Yarny, Assist. Secretary  
(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: DANIEL DAVIDSON

Address: 150 COLUMBUS AVENUE  
NEW YORK, NEW YORK 10023

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: SEBASTIAN STORIANO

Address: 140 SYLVAN AVENUE  
ENGLEWOOD CLIFFS, NEW JERSEY 07632

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: ROBERT FEINGOLD

Address: 140 SYLVAN AVENUE  
ENGLEWOOD CLIFFS, NEW JERSEY 07632

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. ROBERT A. FEINGOLD, SECRETARY  
(Typed or printed name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State

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DIVISION OF CORPORATIONS  
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOP DRIVER, 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 THIRTIETH DAY OF NOVEMBER, A.D. 1999.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TOP DRIVER, INC." WAS INCORPORATED ON THE TWELFTH DAY OF AUGUST, A.D. 1996.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2652677 8300

991508142

AUTHENTICATION:

0107332

DATE:

11-30-99