

New York, NY 10004-1490 TELEPHONE: 212-858-1000 TELEFAX: 212-858-1500

1133 Connecticut Avenue, N.W. Washington, DC 20036 TELEPHONE: 202-775-9800 TELEFAX: 202-833-8491

695 EAST MAIN STREET STAMFORD, CT 06904-6760 TELEPHONE: 203-348-2300 TELEFAX: 203-965-8226

125 WORTH AVENUE, SUITE 310 PALM BEACH, FL 33480

> TELEPHONE: 561-655-7297 TELEFAX: 561-833-6726

September 21, 2000

LONDON ECSV 9DH, ENGLAND TELEPHONE: 011-44-20-7648-9200 TELEFAX: 011-44-20-7283-1656

6-7, ATAGO 1-CHOME MINATO-KU, TOKYO 105-0002, JAPAN TELEPHONE: 011-813-3437-9740 TELEFAX: 011-8/3-3437-9261

2504-6 Asia Pacific Finance Tower CITIBANK PLAZA 3 GARDEN ROAD, CENTRAL, HONG KONG TELEPHONE: 011-852-2530-3400 TELEFAX: OII-852-2530-3355

> 6 BATTERY ROAD #38-01B, SINGAPORE TELEPHONE: 011-65-227-4700 TELEFAX: 0[1-65-227-47!1

State of Florida Department of State Division of Corporations PO Box 6327 Tallahassee, FI 32314

Re: S.A.F.E. Inspirmercial, L.L.C.,

a Delaware limited liability company

Dear Sir/ Ms.:

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Enclosed for filing please find the application of S.A.F.E. Inspirmercial, L.L.C., a Delaware limited liability company, for authorization to transact business in the State of Florida. Also enclosed is a current Certificate of Good Standing from the State of Delaware for the company and a check in the amount of \$155.00, representing the filing fee, the registered agent fee, and the fee for a certified copy and certificate of status.

Please file the enclosed application and provide me with a certified copy and a certificate of status at your earliest convenience.

Thank you in advance for your assistance with this matter.

Very truly yours,

Western D. Me

William D. McEachern

PJW:pjw:sjg. Enclosure cc George Abouzeid Wilbert Lissak, CPA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

_	gn limited liability company)		
Delaware	3. 65-0875977		
Jurisdiction under the law of which foreign limited liability ompany is organized)	y (FEI number, if applicable)		
August 3, 1998 (Date of Organization)	5. Perpetua1 (Duration: Year limited liability company will contain the exist or "perpetual")	ease to	
Upon the date of its authorization from (Date first transacted business in Florida. (S	rom the State of Florida. See sections 608.501, 608.502, and 817.155, F.S.)		-
11927 Maidstone Drive	<u> . </u>	<u> </u>	
West Palm Beach, FL 33414			
	ess of principal office)		
If limited liability company is a manager-manage	ed company, check here	DIVISION O	SECIN
. The name and usual business addresses of the managing members or managers are as follows:		P 25	
S.A.F.E., c/o George Abouzeid, Presi	dent		
11927 Maidstone Drive, West Palm Bea	ach, Florida 33414		NVIS NVIS
		ယ	
		· •	
jurisdiction under the law of which it is organized. (A photoc	copy is not acceptable. If the certificate is in a foreign langu	ody of reco	ords in
jurisdiction under the law of which it is organized. (A photoc slation of the certificate under oath of the translator must be s	copy is not acceptable. If the certificate is in a foreign languabmitted.)	ody of reco	ords in
jurisdiction under the law of which it is organized. (A photocols slation of the certificate under oath of the translator must be sometimes of business or purposes to be conducted inspirational (infomercials) and relations	copy is not acceptable. If the certificate is in a foreign langual ubmitted) or promoted in Florida: Production of attive marketing of religious artwork,	uage, a	ords in
jurisdiction under the law of which it is organized. (A photocolor is lation of the certificate under oath of the translator must be so Nature of business or purposes to be conducted inspirational (infomercials) and relationature, etc., to support S.A.F.E.,	copy is not acceptable. If the certificate is in a foreign languabmitted) or promoted in Florida: Production of ative marketing of religious artwork, a not-for-profit corporation.	uage, a	ords in
Signature of a member or an an accordance with section 608.408(3)	copy is not acceptable. If the certificate is in a foreign languabmitted) or promoted in Florida: Production of ative marketing of religious artwork, a not-for-profit corporation.	uage, a	ords in
jurisdiction under the law of which it is organized. (A photoconstation of the certificate under oath of the translator must be such as a support of the certificate under oath of the translator must be supported. Inspirational (infomercials) and relative at the support of the certificate under oath of the translator must be supported in the certificate under oath of the translator must be supported in the certificate under oath of the translator must be supported in the certificate under oath of the translator must be supported in the certificate under oath of the translator must be supported in the certificate under oath of the translator must be supported in the certificate under oath of the translator must be supported in the certificate under oath of the translator must be supported in the certificate under oath of the translator must be supported in the certificate under oath of the translator must be supported in the certificate under oath of the translator must be supported in the certificate under oath of the certificate under oath oath oath oath oath oath oath oath	copy is not acceptable. If the certificate is in a foreign languabinitied.) or promoted in Florida: Production of ative marketing of religious artwork, a not-for-profit corporation. authorized representative of a member. b, F.S., the execution of this document constitutes erjury that the facts stated herein are true.)	uage, a	ords in

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

S.A.F.E. Inspirmercial, LLC

2. The name and the Florida street address of the registered agent and office are:

William D. McEachern, Esq.

(Name)

Winthrop, Stimson, Putnam & Roberts 125 Worth Avenue, Suite 310

Florida street address (P.O. Box NOT ACCEPTABLE)

33480 Palm Beach, City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

William D. Mc Lachen

Filing Fee for Application \$ 100.00

\$ 25.00 Designation of Registered Agent

Certified Copy (optional) 30.00

Certificate of Status (optional) 5.00

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 "S.A.F.E. INSPIRMERCIAL, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2000.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0680511

DATE: 09-18-00

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