

F03000003452

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

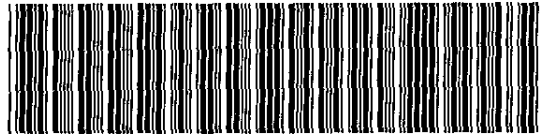
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

BSK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 162608 5163312

AUTHORIZATION : Patricia Pajito

COST LIMIT : \$ 87.50

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STATE
FLORIDA

ORDER DATE : July 9, 2003

ORDER TIME : 2:43 PM

ORDER NO. : 162608-005

CUSTOMER NO: 5163312

CUSTOMER: Ms. Sandra L. Castleman
Fainsbert Mase & Snyder, Llp
Suite 1100
11835 West Olympic Blvd.
Los Angeles, CA 90064

FOREIGN FILINGS

NAME: IRG PALMETTO, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER: _____

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.

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1. IRG Palmetto, 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 natural person or partnership if not so contained in the name at present.)

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/2/03 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. One West Avenue, Larchmont, NY 10538
(Principal office address)
One West Avenue, Larchmont, NY 10538
(Current mailing address)

8. serving as the general partner of Palmetto Business Park, LP
(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
(City) (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.

Corporation Service Company
Vera Norris
(Registered agent's signature) Authorized Representative

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Stuart Lichter
Address: One West Avenue
Larchmont, NY 10538

Vice Chairman: David Oseicki
Address: One West Avenue
Larchmont, NY 10538

Director: Margaret Kolb
Address: One West Avenue
Larchmont, NY 10538

Director: _____
Address: _____

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B. OFFICERS

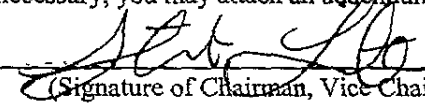
President: Stuart Lichter
Address: One West Avenue
Larchmont, NY 10538

Vice President: _____
Address: _____

Secretary: Stuart Lichter
Address: One West Avenue, Larchmont, NY 10538

Treasurer: Stuart Lichter
Address: One West Avenue, Larchmont, NY 10538

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. Stuart Lichter, President
(Typed or printed name and capacity of person signing application)

Delaware

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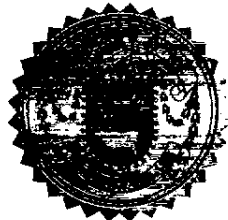
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IRG PALMETTO, 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 NINTH DAY OF JULY A.D. 2003.

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DELAWARE

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "IRG PALMETTO, INC." WAS INCORPORATED ON THE SECOND DAY OF JULY, A.D. 2003.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3677384 8300

AUTHENTICATION: 2519328

030452335

DATE: 07-09-03