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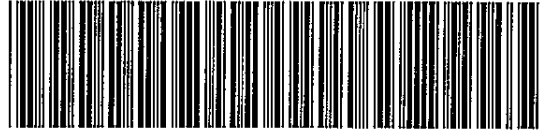
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Office Use Only

W02-29420



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STATE
TALLAHASSEE FLORIDA

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FILED

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Brightwaters 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:

Gary C. Granoff
(Name of Person)
Brightwater Holding Corp.
(Firm/Company)
2 Fir Drive
(Address)
Great Neck, N.Y. 11024
(City/State and Zip code)

For further information concerning this matter, please call:

Gary C. Granoff at (212) 421-1211
(Name of Person) (Area Code & Daytime Telephone Number)

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 13, 2003

GARY C GRANOFF
2 FIR DRIVE
GREAT NECK, NY 11024

SUBJECT: BRIGHTWATERS HOLDING CORP
Ref. Number: W03000029420

We have received your document for BRIGHTWATERS HOLDING CORP and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 403A00055675

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. Brightwaters Holding Corp.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- Brightwaters Realty Corp.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. New York 3. 11-3290282
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 9, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 25, 2003
(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. 2 Fir Drive, Great Neck, New York 11024
(Principal office address)

(Current mailing address)

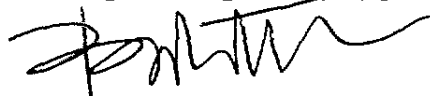
8. Ownership and rental of real estate
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Bernardo Motola, Esq.
Lusky & Motola, P.A.

Office Address: 301 Almeria Avenue
Coral Gables, Florida 33134
(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.



(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 business addresses of officers and/or directors:

FILED
0309-6 PM 2:47
DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

A. DIRECTORS

Chairman: Gary C. Granoff

Address: 2 Fir Drive

Great Neck, New York 11024

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Gary C. Granoff

Address: 2 Fir Drive

Great Neck, New York 11024

Vice President: _____

Address: _____

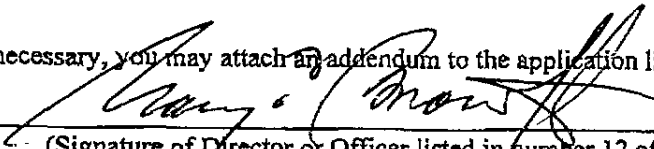
Secretary: Gary C. Granoff

Address: 2 Fir Drive, Great Neck, New York 11024

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Gary C. Granoff
(Typed or printed name and capacity of person signing application)

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of BRIGHTWATERS HOLDING CORP. was filed on 08/09/1995, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 21st day of August
two thousand and three.*

A handwritten signature in black ink, appearing to read "R. A. DeS..." followed by a long horizontal stroke.

Secretary of State