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2004 JAN 13 AM 9:10  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

W03-38100  
J. BRYAN DEC 15 2003

J. BRYAN JAN 14 2004

# GREENSTREET PARTNERS

December 3, 2003

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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2004 JAN 13 AM 9:10  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

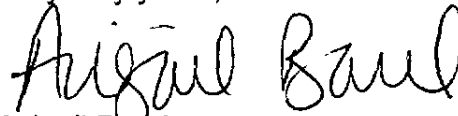
Re: K-1 USA Ventures, Inc.

Dear Sir or Madam:

I have enclosed an Application by Foreign Corporation for Authorization to Transact Business in Florida for K-1 USA Ventures, Inc. I have also enclosed a check in the amount of \$70.00 for the filing fee.

If you have any questions, you may contact me at 2601 S. Bayshore Dr., Suite 1775, Coconut Grove, Florida 33133. My office telephone number is (305) 858-4225 and my fax number is (305) 858-2334.

Very truly yours,



Avigail Barel  
Legal Assistant to  
Sherry A. Stanley

SAS/ab  
w/enclosures

FILED  
2004 JAN 13 AM 9:11  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** K-1 USA Ventures, Inc.  
(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:

Sherry A. Stanley  
(Name of Person)  
c/o Greenstreet Partners, L.P.  
(Firm/Company)  
2601 South Bayshore Drive, Suite 1775  
(Address)  
Coconut Grove, FL 33133  
(City/State and Zip code)

For further information concerning this matter, please call:

Sherry A. Stanley at ( 305 ) 858-4225  
(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

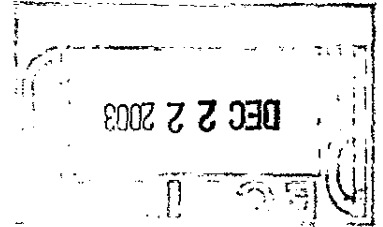
Enclosed is a check for the following amount:

- \$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

December 15, 2003



SHERRY A. STANLEY  
C/O GREENSTREET PARTNERS, L.P.  
2601 SOUTH BAYSHORE DRIVE, STE. 1775  
COCONUT GROVE, FL 33133

SUBJECT: K-1 USA VENTURES, INC.  
Ref. Number: W03000038100

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2004 JAN 13 AM 9:11  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for K-1 USA VENTURES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

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) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 303A00067098

# GREENSTREET P A R T N E R S

December 23, 2003

FILED  
2004 JAN 13 AM 9:  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

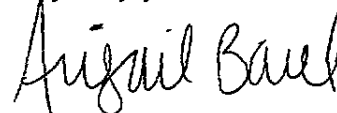
Re: K-1 USA Ventures, Inc.

Dear Sir or Madam:

I have enclosed an Application by Foreign Corporation for Authorization to Transact Business in Florida for K-1 USA Ventures, Inc., as revised per your letter of December 15, 2003 (which is also enclosed). Lastly, I have enclosed a Certificate of Good Standing for the entity.

If you have any questions, you may contact me at 2601 S. Bayshore Dr., Suite 1775, Coconut Grove, Florida 33133. My office telephone number is (305) 858-4225 and my fax number is (305) 858-2334.

Very truly yours,



Avigail Barel  
Legal Assistant to  
Sherry A. Stanley

SAS/ab  
w/enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 26, 2003

SHERRY A. STANLEY  
C/O GREENSTREET PARTNERS, L.P.  
2601 SOUTH BAYSHORE DRIVE, STE. 1775  
COCONUT GROVE, FL 33133

SUBJECT: K-1 USA VENTURES, INC.  
Ref. Number: W03000038100

You failed to make the correction(s) requested in our previous letter.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2,300.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 803A00068812

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2004 JAN 13 AM 9:11  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

# GREENSTREET PARTNERS

January 9, 2004

FILED  
2004 JAN 13 AM 9:  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Joey Bryan

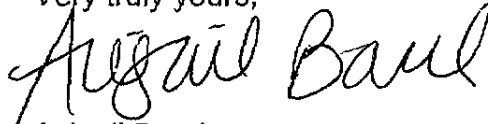
Re: K-1 USA Ventures, Inc. (Your Ref No. W03000038100)

Dear Mr. Bryan:

Pursuant to your letter of December 26, 2003, I have enclosed an Affidavit, which corrects erroneous information on our original Qualification Application for K-1 USA Ventures, Inc.

If you have any questions, you may contact me at 2601 S. Bayshore Dr., Suite 1775, Coconut Grove, Florida 33133. My office telephone number is (305) 858-4225 and my fax number is (305) 858-2334.

Very truly yours,



Avigail Barei  
Legal Assistant to  
Sherry A. Stanley

SAS/ab  
w/enclosures

FILED  
2004 JAN 13 AM 9:11  
CLERK OF CORPORATIONS,  
ALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA )  
 )ss: )  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared JEFFREY A. SAFCHIK ("Affiant") who, after being duly sworn, on oath, deposes and says that:

1. Affiant is the Chief Financial Officer of K-1 USA VENTURES, INC., a Delaware corporation (the "Corporation").
2. The Corporation submitted an Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Qualification") on December 26, 2003.
4. The Qualification contained erroneous information pertaining to the date the corporation began transacting business in Florida. .
5. The correct date the corporation began transacting business in Florida is "upon qualification".

K-1 USA VENTURES, INC.

By: [Signature]  
Jeffrey A. Safchik

The foregoing Affidavit was sworn to and subscribed before me this 8th day of January, 2004, by JEFFREY A. SAFCHIK, who is personally known to me or who has produced \_\_\_\_\_ as identification.



Avigail Barel  
Commission # DD238055  
Expires Aug. 4, 2007  
Aaron Notary  
1-800-350-5151

[Signature]  
Notary Public  
Print Name: Avigail Barel

SEAL/My Commission Expires:  
8/4/07



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.

FILED 2004 JAN 13 AM 9:11 DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

1. K-1 USA Ventures, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 58-2660613 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 31, 2001 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 31, 2001 (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. 2601 South Bayshore Drive, Suite 1775, Coconut Grove, FL 33133 (Principal office address)

2601 South Bayshore Drive, Suite 1775, Coconut Grove, FL 33133 (Current mailing address)

8. Investment (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: Sherry A. Stanley

Office Address: 2601 South Bayshore Drive, Suite 1775 Coconut Grove, Florida 33133 (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.

[Handwritten signature]

(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:

**A. DIRECTORS**

Chairman: Steven J. Green  
Address: 2601 South Bayshore Drive, Suite 1775  
Coconut Grove, FL 33133

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

Director: Jeffrey A. Safchik  
Address: 2601 South Bayshore Drive, Suite 1775  
Coconut Grove, FL 33133

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

**B. OFFICERS**

President: Steven J. Green  
Address: 2601 South Bayshore Drive, Suite 1775  
Coconut Grove, FL 33133


~~Vice President~~ Chief Financial Officer: Jeffrey A. Safchik  
Address: 2601 South Bayshore Drive, Suite 1775  
Coconut Grove, FL 33133

Secretary: Sherry A. Stanley  
Address: 2601 South Bayshore Drive, Suite 1775, Coconut Grove, FL 33133

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

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

K-1 USA VENTURES, INC.

By:   
Name: Jeffrey A. Safchik  
Title: Chief Financial Officer

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2001 JAN 13 AM 9:11  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

## The First State

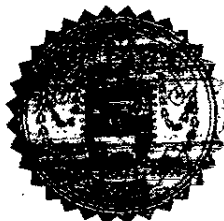
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "K-1 USA VENTURES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "K-1 USA VENTURES, INC." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2001.

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.

2004 JAN 13 AM 9:11  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3452059 8300

AUTHENTICATION: 2832971

030830382

DATE: 12-23-03