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From:
 Account Name : CORPORATION SERVICE COMPANY
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2006 MAY 22 P 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION
ALLIANCE DISTRIBUTORS HOLDING INC

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5-23-06
INC

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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. Alliance Distributors Holding 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 (State or country under the law of which it is incorporated) 3. 33-0851302 (FEI number, if applicable)

4. November 22, 2004 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 15-15 132nd Street, College Point, New York 11356 (Principal office address)

Same as above (Current mailing address)

8. Wholesale distributor (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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301 (City) (Zip code)

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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: [Signature] Corporation Service Company (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:

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A. DIRECTORS

Chairman: Jay Gelman
Address: 15-15 132nd Street, College Point, New York 11356

Vice Chairman: _____
Address: _____

Director: Andre Muller
Address: 15-15 132nd Street, College Point, New York 11356

Director: Humbert B. Powell, III / Thomas Vitiello / Steven H. Nathan
Address: 15-15 132nd Street, College Point, New York 11356

B. OFFICERS

President: Andre Muller
Address: 15-15 132nd Street, College Point, New York 11356

Vice President: _____
Address: _____

Secretary: Andre Muller
Address: 15-15 132nd Street, College Point, New York 11356

Treasurer: Barbara A. Ras
Address: 15-15 132nd Street, College Point, New York 11356

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

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

14. Barbara A. Ras / Treasurer
(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLIANCE DISTRIBUTORS HOLDING 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 ELEVENTH DAY OF MAY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALLIANCE DISTRIBUTORS HOLDING INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2004.

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.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4739335

DATE: 05-11-06

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