

F99000005471

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

100003023911--4
-10/25/99--01100--009
*****70.00 *****70.00

100003023911--4
-10/25/99--01100--010
*****8.75 *****8.75

CORPORATION(S) NAME

Bren, Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

DIVISION OF CORPORATIONS
 FILED STATE
 RECEIVED
 99 OCT 25 PM 5:04
 99 OCT 25 PM 1:21
 TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

10/25/99

FILE THIRD

MR
10/25/99

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. BREN, 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 a natural person or partnership if not so contained in the name at present.)
2. Delaware 3- Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 18, 1994 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. --upon filing--
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 767 Fifth Avenue, 23rd Floor, New York, New York 10153
(Current mailing address)
8. to engage in any or all activities permitted by the Florida Statutes
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

FILED IN THE STATE DEPARTMENT OF CORPORATIONS
99 OCT 25 PM 5:04

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

James M. Halpin
(Registered agent's signature)

James M. Halpin
Assistant Secretary

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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Peter M. Bren

Address: 767 Fifth Avenue, 23rd Floor, New York, New York 10153

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED STATE
DIVISION OF CORPORATIONS
99 OCT 25 PM 5:04

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Peter M. Bren

Address: 767 Fifth Avenue, 23rd Floor, New York, New York 10153

Vice President: Peter M. Bren

Address: 767 Fifth Avenue, 23rd Floor, New York, New York 10153

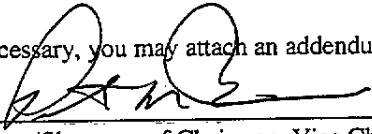
Secretary: Peter M. Bren

Address: 767 Fifth Avenue, 23rd Floor, New York, New York 10153

Treasurer: Peter M. Bren

Address: 767 Fifth Avenue, 23rd Floor, New York, New York 10153

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. Peter M. Bren, President
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BREN, 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-FOURTH DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

99OCT 25 PM 5:04
DIVISION OF CORPORATIONS
SECRETARY OF STATE
DELAWARE



Handwritten signature of Edward J. Freel

Edward J. Freel, Secretary of State

2370070 8300

991401451

9989189

AUTHENTICATION:

09-24-99

DATE: