

L98000000993

FLEISHER & COMPANY

Consultants and Investment Bankers
Consultores e Bancos Investidores

June 17, 1998

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002582238--0
-07/0798--01113--006
****285.00 ****285.00

Registration Section,

Please find the enclosed application for registration in Florida of Fleisher & Company, LLC., a registered Delaware company. You will also find a check enclosed in the amount of \$285.00 payable to the Florida Department of State for the application fee of \$250.00 and registered agent fee of \$35.00. I have also attached an original certificate of existence from the Office of the Secretary of State of Delaware.

I will be looking forward to receiving my confirmation of registration in the State of Florida. If you have any questions or need additional information, please call me at 561-994-6922. Thank you in advance.

Best regards,



David A. Fleisher
President
Fleisher & Company

Name	
Availability	<i>MAH</i>
Document Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Updater Verifier	<i>MAH</i>
Acknowledgement	<i>MAH</i>
W. P. Verifier	<i>MAH</i>

L98-993

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL - 7 AM 10: 27

UNITED STATES

2295 Corporate Boulevard, Suite 140
Boca Raton, Florida 33431
561-994-6922 Fax 954-760-9549

ISRAEL

BRASIL

Rua General Dalro Filho, 35 - Seminário
Curitiba, PR CEP 80.310-630
55-41-243-0941 Fax 55-41-243-9964



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 23, 1998

DAVID A. FLEISHER
FLEISHER & COMPANY
2295 CORPORATE BLVE., SUITE 140
BOCA RATON, FL 33431

SUBJECT: FLEISHER & COMPANY, LLC
Ref. Number: W98000014354

We have received your document for FLEISHER & COMPANY, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$285.00.

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

The name of the company or person serving as the registered agent must be listed on the designation form.,

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 098A00034457

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 AM 10:27

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Fleisher + Company LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. State of Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-0762060
(FEI number, if applicable)
4. June 20, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. May 11, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2295 Corporate Blvd, # 140
Boca Raton, FL. ~~33315~~ 33431
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>David Fleisher</u>	<u>MGR</u>	_____	_____
<u>701 SW 8th Way</u>		_____	
<u>Ft Lauderdale</u>		_____	
<u>FL 33315</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 JUL -7 10:27 AM

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLEISHER & COMPANY LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF MAY, A.D. 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 AM 10:27



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2764334 8300

981168786

AUTHENTICATION: 9084420

DATE: 05-15-98

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Fleisher + Company LLC

2. The name and the Florida street address of the registered agent and office are:

David A. Fleisher

~~2295 Corporate Blvd # 140~~

(Name)

2295 Corporate Blvd # 140

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Boca Raton FL 33431

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

David A. Fleisher

(Signature)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 AM 10:27

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
Fleisher + Company LLC certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$ 19,000;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 19,000.
(This total includes amounts from 2 and 3 above.)

David A. Fleisher President
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

David A. Fleisher
Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 AM 10:27

Filing Fee: \$250.00 for Application and Affidavit