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December 28, 1999

FEDERAL EXPRESS

Registration Section  
 Division of Corporations  
 409 East Gaines Street  
 Tallahassee, FL 32399

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 -12/29/99--01102--013  
 \*\*\*\*155.00 \*\*\*\*155.00

Re: Shira Holding Company LLC

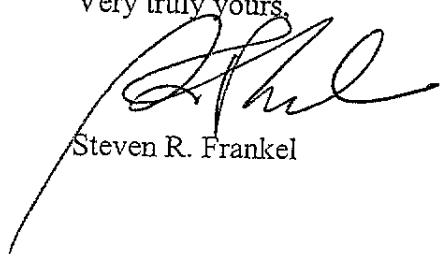
Gentlemen:

On behalf of Shira Holding Company LLC, enclosed please find the following documentation and payment in connection with the "Application By Foreign Limited Liability Company For Authorization To Transact Business in Florida:"

- 1, Application;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Original Certificate of Existence from the State of Delaware dated December 27, 1999; and
4. Check payable to the Department of State in the amount of \$155 representing the filing fee and \$30 for a certified copy.

Please file the enclosed documents which, we assume, will be stamped in 1999 and forward the certified copy to my office.

Very truly yours,

  
 Steven R. Frankel

MOO-16

Name	De 1-4
Availability	
Document Examiner	
Updater	
Modifier	
Printer	
Approval	
Stamp	

Enclosure

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**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. SHIRA HOLDING COMPANY LLC  
(Name of foreign limited liability company)

2. DELAWARE 3. N/A  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 11/21/1999 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. December 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. In Florida: c/o K.J.LaPointe & Company, 300 Adams St., Suite 440, Jacksonville, FL 32202  
In New York: c/o Clifford Companies, 800 Third Ave., Suite 3700, New York, NY 10022  
(Street address of principal office)

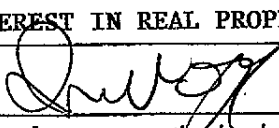
8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:  
c/o Clifford Companies, 800 Third Avenue, Suite 3700, New York, NY 10022  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_

**OWNERSHIP OF INTEREST IN REAL PROPERTY**

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
**IRA WOLFF**

Typed or printed name of signee

FILED  
DEC 23 1999  
11:50 AM  
CLERK OF COUNTY  
OF FLORIDA  
JACKSONVILLE

### 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:

SHIRA HOLDING COMPANY, LLC

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

KENNETH La POINTE

(Name)

c/o K. I. LaPointe & Company, 300 Adams Street, Suite 440  
Florida street address (P.O. Box NOT ACCEPTABLE)

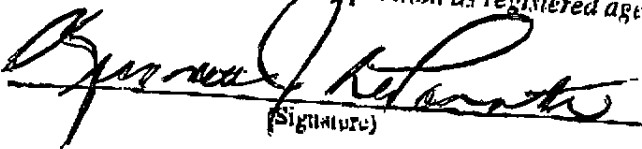
Jacksonville

FL

City/State/Zip

32202

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 as provided for in Chapter 608, F.S..

  
(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

FILED  
02 DEC 29 PM 5:09

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHIRA HOLDING 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 TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0163476

DATE: 12-27-99