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VIA CERTIFIED MAIL/ RETURN RECEIPT REQUESTED

Florida Department of State Registration Section Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

500004474715 -07/13/01--01075--001 ****125.00 ****125.00

Dear Sir or Madam:

Enclosed for filing on behalf of The Alter Company LLC, a Maryland limited liability company, is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and a Certificate of Designation of Registered Agent/Registered Office. Also enclosed is our check in the amount of \$125.00 for the filing fees.

Evidence of the acceptance of this filing should be sent to my attention at the above-listed address.

Please contact me immediately if you have any concerns or questions. Thank you in advance for your assistance.

Sincerely,

Mary H. Scott

Enclosures

Richard M. Alter (w/enclosures) cc:

Lonnie M. Ritzer, Esquire (w/o enclosures)

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: The Alter Company LLC (Name of foreign limited liability company) <u>Maryl</u>and (FEI number, if applicable) (Jurisdiction under the law of which foreign limited liability company is organized) 4. 06/13/2002 (Duration: Year limited liability company will cease to exist or "perpetual") (Date of Organization) Business will commence upon the acceptance of this Application (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 4201 Collins Avenue, #502 Miami Beach, Florida 33140 (Street address of principal office) 8. If limited liability company is a manager-managed company, check here 9. The name and usual business addresses of the managing members or managers are as Richard M. Alter, Managing Member 4201 Collins Avenue, #502, Miami Beach, Florida 33140 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: ___investment in real property

an affirmation under the penalties of perjury that the facts stated herein are true.)

Typed or printed name of signee

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

Richard M. Alter, Managing Member

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:		
	The Alter Company LLC		
2.	The name and the Florida street address of the registered agent and office are:	2001 01V/-	
	Richard Baron, Esquire (Name) Baron & Cliff 11077 Biscayne Boulevard, Suite 307	JUL 13	
	Florida street address (P.O. Box NOT ACCEPTABLE)	AM IO: 32 RPORATIO E, FLORID	<u></u>
	Miami Beach FL 33161 City/State/Zip	ANS	

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)

STATE OF MARYLAND Department of Assessments and Taxation

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO LIMITED LIABILITY COMPANIES OR THE RIGHTS OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT THE ALTER COMPANY LLC IS A LIMITED LIABILITY COMPANY EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND, AND THAT THE LIMITED LIABILITY COMPANY IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JUNE 13, 2001.

Paul B. Anderson Charter Division

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