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October 31, 2001

Secretary of State
Division of Corporations
P. O. Box 5588
Tallahassee, Florida 32313

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****160.00 ****160.00

Re: Master USA LLC

Dear Sir/Madam:

Enclosed please find a fully executed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida along with a certificate of good standing.

I am also enclosing a check in the amount of One Hundred Sixty Dollars (\$160.00) for the filing fee of same.

Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

RASCO REININGER & PEREZ, P.A.

Salomon B. Esquenazi
For the Firm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SBE/ea
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. Master USA LLC
(Name of foreign limited liability company)
2. Delaware
Jurisdiction under the law of which foreign limited
company is organized)
3. Applied For
(FEI number, if applicable)
4. September 6, 2001
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to
exist or "perpetual")
6. Will commence upon approval of this application.
(Date first transacted business in Florida.) (SEE SECTIONS 608.501, 608.502 and 817.155, F.S.)
7. 168 S.E. 1st Street, Suite 605, Miami, Florida 33131
(Street address of principal office)

8. **The limited liability company is a manager-managed company.**

9. **The name and usual business addresses of the manager is as follows:**

Master Management Services USA LLC 168 S.E. 1st Street, Suite 605, Miami, Florida 33131

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TALLAHASSEE, FLORIDA

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.)

Any lawful

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

activity permitted under the State of Delaware.

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.)

Master Management Services USA LLC
Salomon Mishan, Manager

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

Master USA LLC

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

Miami Corporate Systems, Inc.

(Name)

283 Catalonia Avenue, 2nd Floor

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

Coral Gables, Florida 33134

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

(Signature)

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MASTER USA 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 SECOND DAY OF OCTOBER, A.D. 2001.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1370652

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DATE: 10-02-01