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ACCOUNT NO. : 072100000032

REFERENCE : 547920 4349066

AUTHORIZATION : *Patricia Piguto*

COST LIMIT : \$ 185.00

ORDER DATE : April 24, 2002

ORDER TIME : 10:18 AM

ORDER NO. : 547920-005

CUSTOMER NO: 4349066

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CUSTOMER: Ms. Ali Levine
McCabe & Flynn Llp
1 Whitehall St.
Suite 1825
New York, NY 10004

FOREIGN FILINGS

NAME: L & R INDUSTRIES LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	
Availability	TWO
Document	CERTIFIED COPY
Examiner	PLAIN STAMPED COPY
Updater	CERTIFICATE OF GOOD STANDING
Updater	LLC
Verifier	CCC
Acknowledgement	C
P. Verifier	DCC
	LLC

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

FILED RECEIVED
02 APR 26 PM 3:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION 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. L & R Industries LLC
(Name of foreign limited liability company)

2. Delaware 3. applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 04/19/2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 72 South Ocean Boulevard, Suite #4
Delray Beach, FL 33483
(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 follows:
Larry F. Trainer, One Whitehall Street, Suite 1825, New York, NY 10004
Richard Alfieri, 72 South Ocean Boulevard, Suite 4, Delray Beach, FL 33483

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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: Real Estate Development

X Richard Alfieri
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.)
Richard Alfieri
Typed or printed name of signee

**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:

L & R Industries LLC

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

Richard Alfieri

(Name)

72 South Ocean Boulevard, Suite #4

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

Delray Beach, FL 33483

(City/State/Zip)

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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.

X. 
(Signature)

Richard Alfieri

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

Delaware

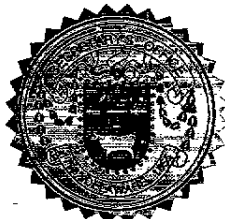
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "L & R INDUSTRIES 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-FOURTH DAY OF APRIL, A.D. 2002.

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: 1740157

020262100

DATE: 04-24-02