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DAVID J. WIENER  
BOARD CERTIFIED REAL ESTATE LAWYER  
ADMITTED TO PRACTICE IN FLORIDA  
AND NEW YORK

**M020000002280**

*\$29 FOR LLC*

Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

**VIA FEDERAL EXPRESS**

**MJH**

Re: CDG (DRM) LLC

500007420445--9  
-08/29/02--01025--008  
\*\*\*125.00 \*\*\*125.00

Dear Sir/Madam:

Enclosed please find an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for the above referenced company to be filed with your office. Also enclosed a check in the amount of \$125.00 to cover the cost of filing same.

Should you have any questions concerning the foregoing, please feel free to call me.

Sincerely,

Joanne M. Capuano

/jmc  
Encl.

**FILED**  
02 AUG 29 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*FF \$125.00*

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. CDG (DRM) LLC  
(Name of foreign limited liability company)
2. Delaware 3. 65-0936391  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. February 24, 1999 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. August 23, 2002  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. One North Clematis Street, Suite 305, West Palm Beach, FL 33401  
(Street address of principal office)

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FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

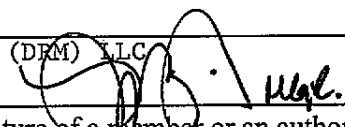
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

- John W.S. Preston, One North Clematis Street, Suite 305, West Palm Beach, FL 33401
- Larry Bernick, One North Clematis Street, Suite 305; West Palm Beach, FL 33401
- Peter Cohen, 30 St. Clair Avenue West, Suite 1400, Toronto, Ontario M4V 3A1 Canada
- Percy Fink, 30 St. Clair Avenue West, Suite 1400, Toronto, Ontario M4V 3A1 Canada

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

CDG (DRM) LLC  
By:   
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.)  
Larry Bernick, Manager  
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:

CDG (DRM) LLC

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

David J. Wiener, Esq.

(Name)

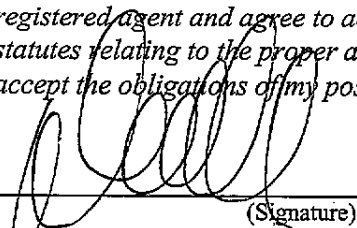
One North Clematis Street, Suite 305

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

West Palm Beach FL 33401

(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.*



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(Signature)

David J. Wiener

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

# Delaware

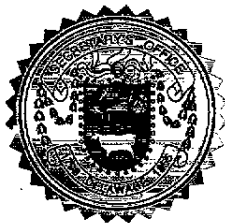
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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CDG (DRM), 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-THIRD DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CDG (DRM), LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3008806 . 8300

AUTHENTICATION: 1951734

020535304

DATE: 08-23-02