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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

MO3-1-1
[Signature]



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 28, 2003

CORPORATE ACCESS

SUBJECT: ADS VENTURES, LLC
Ref. Number: W03000015052

We have received your document for ADS VENTURES, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 503A00033372

03 MAY 28 PM 2:31

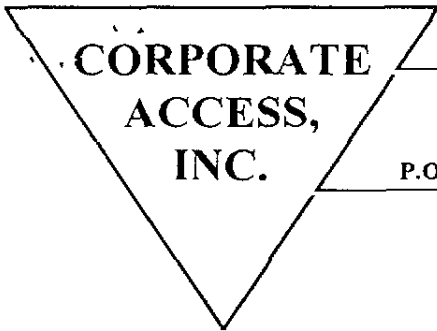
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Corrected
Thank,
Kelly

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 5-28-03 Kelly

CERTIFIED COPY _____

_____ CUS _____

PHOTO COPY _____

FILING Foreign

1.) ADS Ventures, LLC
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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SPECIAL INSTRUCTIONS _____

**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. ADS VENTURES, LLC
(Name of foreign limited liability company)
2. NEW YORK
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 45-0490465
(FEI number, if applicable)
4. AUGUST 30, 2002
(Date of Organization)
5. PERPETUAL
(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. _____
4747 COLLINS AVENUE, SUITE 516, 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 follows:

ARI SPITZER

4747 COLLINS AVENUE, SUITE 516, 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: _____

ANY LAWFUL ACT OR ACTIVITY



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.)

ARI SPITZER

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:

ADS VENTURES, LLC

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

ARI SPITZER

(Name)

4747 COLLINS AVENUE, SUITE 516

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

MIAMI BEACH

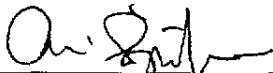
FL 33140

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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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.



(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 New York } ss:
Department of State**

I hereby certify, that ADS VENTURES, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 08/30/2002, and that the Limited Liability Company is subsisting so far as shown by the records of the Department.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 23rd day of May
two thousand and three.*

A handwritten signature in black ink, appearing to read "R. A. Denis", is written over the official seal.

Secretary of State