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From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
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FOREIGN LIMITED LIABILITY COMPANY**MAYER GOLDMAN ACQUISITION GROUP, LLC**

Certificate of Status	0
Certified Copy	1
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**IN COMPLIANCE WITH SECTION 608.503 FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO
TRANSACTION BUSINESS IN THE STATE OF FLORIDA:**

1. The name of the limited liability company is **MAYER GOLDMAN ACQUISITION GROUP, LLC** ("Company").
2. Jurisdiction under the law of which the Company is organized: **Delaware**
3. The FEI number is: **Pending**
4. Date of organization: **February 4, 2003**
5. Duration: **Perpetual**
6. Date first transacted business in Florida: **Upon filing of this registration of foreign limited liability company.**
7. The street address of the Company's principal office is **5720 LaGorce Drive, Miami Beach, Florida 33140**
8. The Company is a **manager-managed company.**
9. The business address(es) of the managing members and manager(s) is/are as follows:

Managers: **Jonathan A. Mayer and Howard J. Goldman located at 5720 LaGorce Drive, Miami Beach, FL 33140**

Members:

<u>Mayer Cedar Fresh, LLC</u> 5720 LaGorce Drive Miami Beach, FL 33140	<u>Goldman Cedar Fresh, LLC</u> 4207 University Drive Coral Gables, FL 33146
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10. *Attached is an original certificate of existence, no more than ninety (90) days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which the Company is organized.*
11. Nature of business or purposes to be conducted or promoted in Florida: **the transaction of any lawful business.**

**MAYER GOLDMAN
ACQUISITION GROUP, LLC, a
Delaware limited liability company**

By: *Jonathan A. Mayer*
Print Name: **Jonathan A. Mayer**
Title: **Managing Member**

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**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 **MAYER GOLDMAN ACQUISITION GROUP, LLC**
2. The name and Florida street address of the registered agent and office are:

CorpDirect Agents, Inc.
103 N. Meridian Street
Lower Level
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

CORPDIRECT AGENTS, INC.

By: Ed B. Gray
Print Name: Ed B. Gray
Title: Asst. Secretary

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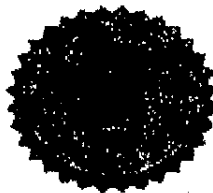
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAYER GOLDMAN ACQUISITION GROUP, 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 EIGHTH DAY OF JULY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MAYER GOLDMAN ACQUISITION GROUP, LLC" WAS FORMED ON THE FOURTH DAY OF FEBRUARY, A.D. 2003.

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

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DELAWARE SECRETARY OF STATE
WILMINGTOSSVILLE, DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2516638

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