

M03000003921

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

[Handwritten signature]



500023896125

RECEIVED
03 NOV 21 PM 3:06
STATE OF FLORIDA
TALLAHASSEE

Office Use Only
FILED
03 NOV 21 PM 4:30

FILED
03 NOV 21 PM 8:08



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
 REFERENCE : 325017 4300506
 AUTHORIZATION : *Patricia Pignato*
 COST LIMIT : \$ 155.00

03 NOV 21
 FILED
 2:47:20

ORDER DATE : November 17, 2003
 ORDER TIME : 12:30 PM
 ORDER NO. : 325017-020
 CUSTOMER NO: 4300506

CUSTOMER: Joanne Arnold, Paralegal
 Davis & Gilbert
 3rd Floor
 1740 Broadway
 New York, NY 10019

03 NOV 21 PM 4:30
 FILED

** file shown*

FOREIGN FILINGS

NAME: HARRISON & SHRIFTMAN LLC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Troy Todd -- EXT# 1140

EXAMINER: _____

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. Harrison & Shriftman LLC (Name of foreign limited liability company)

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

4. September 30, 2003 (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. 437 Madison Avenue, New York, New York 10022 (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:

Barry J. Wagner, 437 Madison Avenue, New York, New York 10022

Thomas L. Harrison, 437 Madison Avenue, New York, New York 10022

Michael Birkin, 437 Madison Avenue, New York, New York 10022

Elizabeth Harrison, 141 West 36th Street, 12th Floor, New York, New York 10018

Lara Shriftman, 141 West 36th Street, 12th Floor, New York, New York 10018

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 and all lawful business.

[Signature]
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.)

Barry J. Wagner - Authorized Person
Typed or printed name of signee

FILED NOV 21 4:30 PM 03 NOV 21 PM 4:30 FILED

**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:

Harrison & Shriftman LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL

32301

(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)

Stanley R. Howie, Jr.
Assistant Secretary

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

Delaware

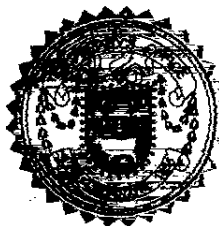
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HARRISON & SHRIFTMAN 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 SEVENTEENTH DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HARRISON & SHRIFTMAN LLC" WAS FORMED ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 2003.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3710049 8300

AUTHENTICATION: 2754141

030737441

DATE: 11-17-03