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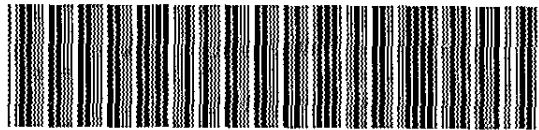
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 22, 2004

RONALD J. NELSON, ESQ, PC
161 WASHINGTON VALLEY RD, STE 207
WASHINGTON VALLEY OFFICE PARK
WARREN, NJ 07059

SUBJECT: LDL HOLDINGS FLORIDA, LLC
Ref. Number: W04000024033

We have received your document for LDL HOLDINGS FLORIDA, LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 504A00041280

LAW OFFICES

RONALD J. NELSON, ESQ., PC

Washington Valley Office Park
161 Washington Valley Road, Suite 207
Warren, New Jersey 07059
(732) 748-8591 Voice
(732) 748-8592 Fax
E-Mail rjnelsonesq@earthlink.net

MEMBER NJ & NY BARS

June 18, 2004

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**RE: Registration of Delaware LLC
LDL Holdings Florida, LLC**

To Whom It May Concern:

Enclosed please find the original and one copy of the completed application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Certificate of Designation of Registered Agents/Registered Office and the Delaware Certificate of Existence authenticated by the Secretary of State, dated June 7, 2004 together with my check made payable to Florida Department of State in the sum of \$125.00. Kindly file the enclosed documents and return filed copies in the enclosed self addressed stamped envelope.

Thank you.

Very truly yours,



RONALD J. NELSON

NEW YORK OFFICE
235 EAST 50TH STREET
NEW YORK, NY 10022
(212) 938-1141

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RJN/rw
Enclosures
HOBOLDL holdings llc to Fla

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. LDL Holdings Florida, LLC
(Name of foreign limited liability company)

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

4. June 7, 2004 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Presently undetermined but anticipated to be in 2004
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 4424 Seaboard Road, Suite C
Orlando, Florida 32808
(Street address of principal office)

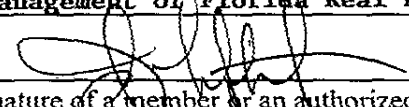
8. If limited liability company is a manager-managed company, check here

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

<u>Joel K. Lefkowitz</u>	<u>Ira J. Lefkowitz</u>	<u>Thomas J. Dougherty</u>
<u>679 Scheyenne Drive</u>	<u>97 Laurel Road</u>	<u>6 Von Eigen Drive</u>
<u>Franklin Lakes, NJ 07417</u>	<u>Brookline, MA 02167</u>	<u>Convent Station, NJ 07961</u>

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: His purchase, development and management of Florida Real Estate with related services.


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.)
Joel K. Lefkowitz
Typed or printed name of signee

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SECRETARY OF STATE
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:

LDL Holdings Florida, LLC

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

Joel K. Lefkowitz

(Name)

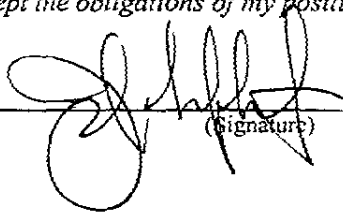
4424 Seaboard Road, Suite C

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

Orlando, FL 32808

(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)

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

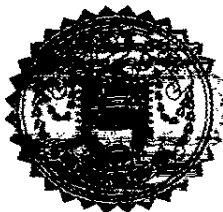
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LDL HOLDINGS FLORIDA, 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-FIFTH DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LDL HOLDINGS FLORIDA, LLC" WAS FORMED ON THE FOURTH DAY OF JUNE, A.D. 2004.

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

3812253 8300

AUTHENTICATION: 3198224

040472524

DATE: 06-25-04