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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA  
USA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 121043 4809298  
AUTHORIZATION : *Patricia Pajuts*  
COST LIMIT : \$ 125.00

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : January 4, 2005  
ORDER TIME : 12:58 PM  
ORDER NO. : 121043-005  
CUSTOMER NO: 4809298  
CUSTOMER: Ms. Beatrice Kwok  
Riker, Danzig, Scherer,  
1 Speedwell Avenue  
Morristown, NJ 07962

FOREIGN FILINGS

NAME: EMS MANAGEMENT, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. EMS Management, LLC  
(Name of Foreign Limited Liability Company)

2. New Jersey 3. Not applicable  
(Jurisdiction under the law of which foreign limited liability (FBI number, if applicable)  
company is organized)

4. December 13, 2004 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to  
exist or "perpetual")

6. Upon Filing  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

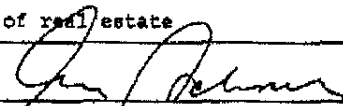
7. 220 Bel Air Court  
Holmdel, NJ 07733  
(Street Address of Principal Office)

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:  
Elliot Schnier  
220 Bel Air Court  
Holmdel, NJ 07733

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: ownership/lease/sale of real estate

  
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.)  
Elliot Schnier, Manager/Member  
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:

EMS Management, LLC

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

Elliot Schnier

(Name)

3740 South Ocean Blvd., Suite 1502

Florida Street Address (P.O. Box NOT ACCEPTABLE)

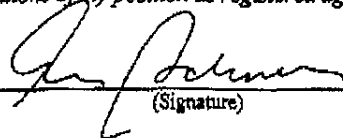
Highland Beach

FL 33487

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, Florida Statutes.*

By:



(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 JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

EMS MANAGEMENT, LLC  
0600221255

*I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on December 13, 2004.*

*As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.*

*I further certify that the registered agent and registered office are:*

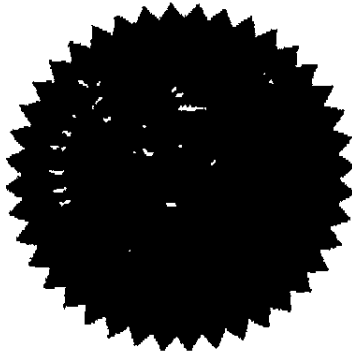
*William Melloy  
400 Port Carteret Dr  
Carteret, NJ 07008*

*Continued on next page . . .*

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

EMS MANAGEMENT, LLC

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
4th day of January, 2005



A handwritten signature in cursive script, reading "John E. McCormac".

John E McCormac, CPA  
State Treasurer