

MD5000006475

Delaware Corporate Ser. Inc.
(Requestor's Name)

222 Delaware Ave. 10th Fl
(Address)

Wilmington, DE 19801
(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

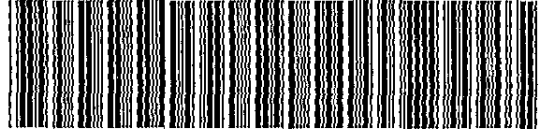
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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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. Big Apple Entertainment Advisors LLC
(Name of Foreign Limited Liability Company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 20-3552756
(FEI number, if applicable)

4. 08-31-2005
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

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

7. _____
1221 Brickell Avenue Suite 2660 miami, FL 33131
(Street Address of Principal Office)

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

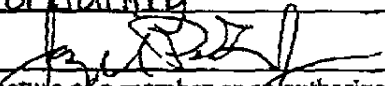
9. The name and usual business addresses of the managing members or managers are as follows:

Big Apple Entertainment Holdings LLC
same address

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: _____

investment consulting



Signature of a member or an authorized representative of a member.
(In accordance with section 608.40(6), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Joseph DaGrasa, Jr.
Typed or printed name of signee

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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:

Big Apple Entertainment Advisors LLC

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

Ann Nichols

(Name)

12375 SW 63rd Avenue

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

Miami

FL 33156

City/State/Zip

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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, Florida Statutes.


(Signature)

- \$ 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

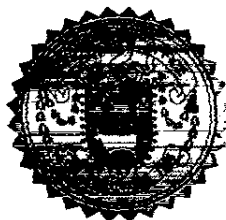
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIG APPLE ENTERTAINMENT ADVISORS 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 SECOND DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BIG APPLE ENTERTAINMENT ADVISORS LLC" WAS FORMED ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2005.

4023548 8300

050725479



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION SECTION OF THE OFFICE OF THE SECRETARY OF STATE
OFFICE OF THE SECRETARY OF STATE

DATE: 09-02-05