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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



222 Delaware Avenue, 10th Floor
Wilmington, Delaware 19801
Phone: 302-888-6839 Fax: 302-888-6989
Email: info@dcsdelaware.com
Website: www.dcsdelaware.com

November 16, 2005

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Certificate of Qualification

To Whom It May Concern,

Enclosed please find three checks each for \$125.00 for the recording of the following three Applications by Foreign Limited Liability Company for Authorization to transact business in Florida for the following three entities:

Big Apple Entertainment Management LLC
Big Apple Entertainment Partners LLC
Big Apple Entertainment Advisors LLC

If you have any questions, please feel free to contact us at 302-888-6839. Thank you for all your help in this matter.

Best regards,

Very truly yours,


Mary Ann Powell

:map
enclosure

"Your Corporate Connection"





FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 23, 2005

DELAWARE CORPORATE SERVICES INC.
222 DELAWARE AVENUE, 10TH FLOOR
WILMINGTON, DE 19801

SUBJECT: BIG APPLE ENTERTAINMENT MANAGEMENT LLC
Ref. Number: W05000052343

We have received your document for BIG APPLE ENTERTAINMENT MANAGEMENT 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:

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 705A00069021

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 Management LLC (Name of Foreign Limited Liability Company)
2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-3552706 (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.)

7. 1221 Brickell Ave. Suite 2660 Miami, FL 33131 (Street Address of Principal Office)

- 8. If limited liability company is a manager-managed company, check here [X]
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 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Joseph DeGracia, Jr.
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:

Big Apple Entertainment Management 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 33158

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

Annie Nichols

(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

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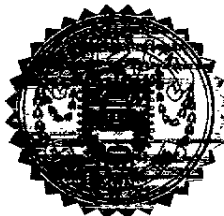
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIG APPLE ENTERTAINMENT MANAGEMENT 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 MANAGEMENT LLC" WAS FORMED ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2005.

4023803 8300

050725486



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4133674

DATE: 09-02-05