

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Big Apple Entertainment Holdings LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Mary Ann Powell
(Name of Person)

Delaware Corporate Services Inc.
(Firm/Company)

222 Delaware Avenue 10th Floor
(Address)

Wilmington, DE 19801
(City/State and Zip Code)

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DIVISION OF CORPORATIONS
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For further information concerning this matter, please call:

Mary Ann Powell at (302) 888-6839
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

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 Holdings 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 13, 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, Florida 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:

- David W. Neithardt - 1221 Brickell Ave Suite 2660 Miami FL 33131
Joseph E. DaGrosa, Jr. - 1221 Brickell Avenue Suite 2660 FL 33131
John J Sicilian - 1221 Brickell Avenue Suite 2660 FL 33131
James Millen - 1221 Brickell Avenue, Suite 2660 Miami FL 33131

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:

Private equity

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(1) F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) Joseph DaGrosa, 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 Holdings LLC

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

Anne Nichols
(Name)

1221 Brickell Ave, Suite 2660
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Miami FL 33131
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.

Anne 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)

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DIVISION OF CORPORATION

Delaware

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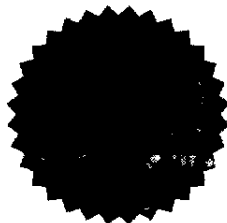
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIG APPLE ENTERTAINMENT HOLDINGS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF MARCH, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BIG APPLE ENTERTAINMENT HOLDINGS LLC" WAS FORMED ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2005.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4563870

DATE: 03-03-06

Delaware

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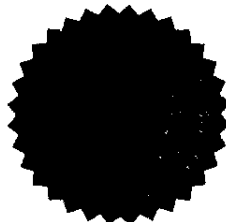
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9069971
DELAWARE CORPORATE SERVICES INC.
222 DELAWARE AVENUE
10TH FLOOR
WILMINGTON DE 19801

03-03-2006

BIG APPLE ENTERTAINMENT HOLDINGS LLC		
4029542 8300 Certificate in Re Short		
	Certification Fee	30.00
	FILING TOTAL	30.00

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State