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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

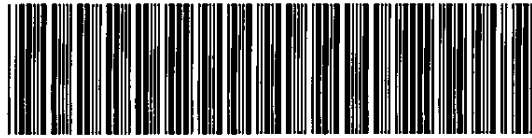
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TALLAHASSEE, FLORIDA

KENNEDY LICENSING SERVICE, INC.

***** PROMPT ATTENTION REQUESTED *****

8/10/2006

Corp. Div.
FL Secy. of State
P.O. Box 6327
Tallahassee, FL 32314

Re: **SGIS, LLC**

Enclosed are the necessary applications to qualify the above referenced foreign corporation. Included are check(s) in the amount of \$155.00.

This corporation is anxious to obtain an insurance license in your state. Therefore, please process their application as soon as possible and forward the approved duplicate copy (if applicable) and Certificate of Authority to my attention (ppd. env. attached).

If you have any questions or require additional information, please contact me at 214-855-0737. Your cooperation and prompt attention to this request is greatly appreciated.

Sincerely,
Kennedy Licensing Service, Inc.

Deanna Stanley

Deanna Stanley
Initial Lic'g Mgr.
Email: dstanley@kennedylicensing.com

cc: SGIS, LLC
VICTRIX (FL), Reg. Agt.

Enc: \$155.00 fee, App. in dup.,, Cert. G.S.

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SGIS, 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:

Deanna Stanley
(Name of Person)
Kennedy Licensing Service, Inc.
(Firm/Company)
2501 Thomas Avenue
(Address)
Dallas, TX 75201
(City/State and Zip Code)

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For further information concerning this matter, please call:

Deanna Stanley at (214) 855-0737
(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. SGIS, LLC (Name of Foreign Limited Liability Company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 20-4966035 (FEL number, if applicable)

4. 5/19/06 (Date of Organization) 5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 1221 Avenue of the Americas New York, NY 10020 (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: SEE ATTACHED LIST

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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: Nonresident insurance agency sales and service

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.) Dominick DiMeo, Manager Typed or printed name of signee

SGIS, LLC
STOCKHOLDERS / MANAGERS

SG Constellation, L.L.C.
100% Stockholder
1221 Avenue of the Americas
New York, NY 10020

Marshall C. Greenbaum
Manager
235 West End Avenue, Apt. 11J
New York, NY 10023

Dominick Dimeo
Manager
204 E. 90th Street, Apt. 4E
New York, NY 10020

Olivier Daguet
Manager
36 West 85th Street, Apt. 5
New York, NY 10020

Marc Saffon
Manager
300 E. 56th Street, #18J
New York, NY 10022

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TALLAHASSEE, FLORIDA

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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:

SGIS, LLC

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

John D. Hatch, Esq.

(Name)

1267 Berkshire Lane, Suite 200

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

Tarpon Springs

FL

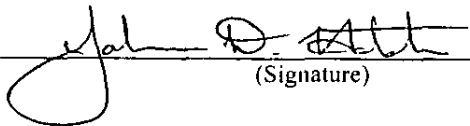
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City/State/Zip

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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

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The First State

AUG 07 2006

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SGIS, 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 FOURTH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SGIS, LLC" WAS FORMED ON THE NINETEENTH DAY OF MAY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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060734691

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4953079

DATE: 08-04-06