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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : A 1 A CORPORATE SERVICES, INC.
Account Number : I20010000247
Phone : (800) 494-3124
Fax Number : (305) 675-2811

For file

FLORIDA/FOREIGN LIMITED LIABILITY CO.

CVGS Liquidating Partners LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
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January 25, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

A1A CORPORATE SERVICES INC.

SUBJECT: CVGS LIQUIDATING PARTNERS LLC

REF: W07000004198

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. CVGS Liquidating Partners LLC
(Name of Foreign Limited Liability Company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. _____
(PEI number, if applicable)
- 4. January 23, 2007
(Date of Organization)
- 5. Perpetual
(Duration: Your limited liability company will cease to exist or "perpetual")


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

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:
DAGROSA Family Management LLC
1221 Brickell Ave 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: Consulting


 Signature of a member or an authorized representative of a member.
(In accordance with section 608.104(1), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Joseph D'Agrosa, Jr.
 Typed or printed name of signer

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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:

CVGS Liquidating Partners LLC

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

Anne Nichols

(Name)

1221 Brickell Avenue, 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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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CVGS LIQUIDATING PARTNERS 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 TWENTY-THIRD DAY OF JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CVGS LIQUIDATING PARTNERS LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 2007.

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Harriet Smith Windsor
 AUTHENTICATED AND CORRECTED
 Harriet Smith Windsor, Secretary of State

DATE: 01-23-07

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