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Florida Department of State
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Foreign Limited Liability Company
 BAYROC ASSOCIATES LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
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EXAMINER

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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. The name of the Foreign Limited Liability Company is:

BAYROC ASSOCIATES LLC

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

3. The FEI Number is 20-0049340.

4. The date of organization is February 3, 2003.

5. The duration of the limited liability company shall be perpetual.

6. The limited liability company has not transacted business in Florida prior to registration.

7. The street address of the Principal Office of the limited liability company is:

Proskauer Rose LLP
c/o David Pratt
2255 Glades Road #421A
Boca Raton, Florida 33431

8. The limited liability company is manager-managed.

9. The names and usual business addresses of the managers are:

Leslie Schneider, Manager
c/o Proskauer Rose LLP
Attention: David Pratt
2255 Glades Road #421A
Boca Raton, Florida 33431

Susan Schneider, Manager
c/o Proskauer Rose LLP
Attention: David Pratt
2255 Glades Road #421A
Boca Raton, Florida 33431

Scott Schneider, Manager
c/o Proskauer Rose LLP
Attention: David Pratt
2255 Glades Road #421A
Boca Raton, Florida 33431

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.

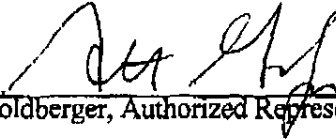
11. The Nature of business or purposes to be conducted or promoted in Florida is private investments.

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TO 9095#99999080#18 P.03

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Scott L. Goldberger, Authorized Representative

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.)

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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.

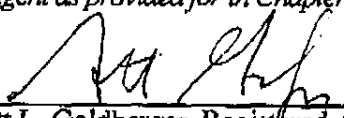
1. The name of the Foreign Limited Liability Company is:

BAYROC ASSOCIATES LLC

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

Proskauer Rose LLP
c/o Scott L. Goldberger
2255 Glades Road #421A
Boca Raton, Florida 33431

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.



Scott L. Goldberger, Registered Agent

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Delaware

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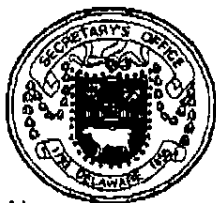
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAYROC ASSOCIATES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF AUGUST, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BAYROC ASSOCIATES LLC" WAS FORMED ON THE THIRD DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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You may verify this certificate online at corp.delaware.gov/authvcr.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8199328

DATE: 08-30-10