



THE UNITED STATES
CORPORATION
COMPANY

M9800000 0067

ACCOUNT NO. : 072100000032

REFERENCE : 681143 87972A

AUTHORIZATION :

COST LIMIT : \$ 293.75

Patricia Pizit

ORDER DATE : January 26, 1998

ORDER TIME : 1:25 PM

ORDER NO. : 681143-005

CUSTOMER NO: 87972A

CUSTOMER: Mr. David Kahan
Navon Kopelman & Odonnell,
Suite B 100
2699 Stirling Road
Ft. Lauderdale, FL 33312

800002412098--4

FOREIGN FILINGS

NAME: MILLSTEIN INDUSTRIES, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 PM 4:52

RECEIVED
DIVISION OF CORPORATION
98 JAN 26 PM 2:57

1/26/98

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:

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1. Millstein Industries, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Pennsylvania
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 25-0954545
(FEI number, if applicable)

4. Effective as of January 1, 1998
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. January 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. Cherry Creek Commons, Armbrust Road, Youngwood, Westmoreland County, Pennsylvania 15697
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
David J. Millstein Cherry Creek Commons P.O. Box 467 Youngwood, PA 15697	MGRM		
Jack H. Millstein, Jr. Cherry Creek Commons P.O. Box K Youngwood, PA 15697-0347	MGRM		

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of Millstein
Industries, L.L.C. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$10,000⁰⁰;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ —;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$10,000⁰⁰;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

David J. Millstein

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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.

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1. The name of the Limited Liability Company is:

Millstein Industries, L.L.C.

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

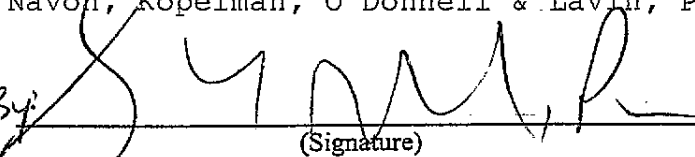
c/o Navon, Kopelman, O'Donnell & Lavin, P.A.
(Name)

2699 Stirling Road, Suite B-100
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Ft. Lauderdale FL 33312
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.

Navon, Kopelman, O'Donnell & Lavin, P.A.

By: 
(Signature)

Samuel D. Navon, President

Filing Fee: \$ 35 for Designation of Registered Agent



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JANUARY 21, 1998

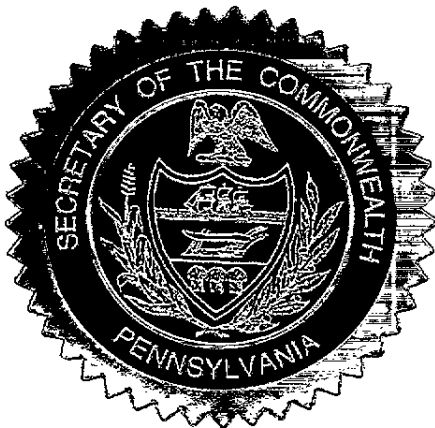
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TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

MILLSTEIN INDUSTRIES, L.L.C.

is duly organized as a Pennsylvania Limited Liability Company under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Secretary of the Commonwealth

SSCH