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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

The Acorn Company LLC

100003025671--2  
-10/27/99-01001-013  
\*\*\*125.00 \*\*\*125.00

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign <u>LLC</u>
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
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 TALLAHASSEE, FLORIDA

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

*10/26/99*

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. The Acorn Company, L.L.C.  
(Name of foreign limited liability company)
2. State of Wyoming 3. Applied For  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. March 24, 1998 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 767 Fifth Avenue, 26th Floor, New York, New York 10021  
(Street address of principal office)

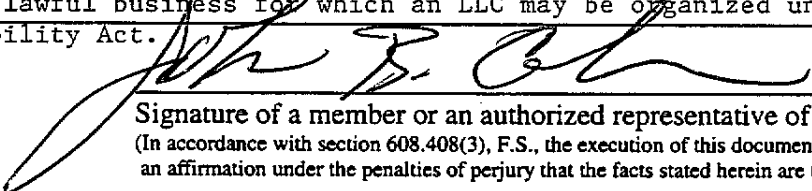
8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

John B. Coleman  
4 East 72nd Street  
New York, New York 10028

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: The transaction of any or all lawful business for which an LLC may be organized under the Wyoming Limited Liability Act.

  
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.)

John B. Coleman, Member  
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:

The Acorn Company, L.L.C.

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

NRAI Services, Inc.

(Name)

526 E. Park Avenue

Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee

FL

32301

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, F.S..*

*Michael Donnan Asst. Secretary*

(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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TALLAHASSEE, FLORIDA

# State of Wyoming

## Office of the Secretary of State



United States of America, }  
State of Wyoming } ss.

I, JOSEPH B. MEYER, Secretary of State of the State of Wyoming, do hereby certify that The ACORN COMPANY, L.L.C., a limited liability company organized under the laws of the State of Wyoming, did on 03/24/1998, file its Articles of Organization in the Office of the Secretary of State of Wyoming, has filed all annual reports and paid all annual license taxes to date, and is in good standing at the date of this certificate.

I FURTHER CERTIFY that this certificate is not to be construed as an endorsement, recommendation, or notice of approval of the limited liability company's financial condition or business activities and practices as this information is not available from the records of this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this 12th day of October A.D., 1999.



*Joseph B. Meyer*  
Secretary of State

By *Tom Mori*

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