

P.01/04
1 of 1

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Florida Department of State

Florida Department of State
Division of Corporations
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To: Division of Corporations
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ADAMS

04 JUN - 1 PM 3:49

DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Empirian West Managing Member, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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FILE

Electronic Filing Manual

Corporate Filing

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VP
12-2-04

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. Empirian West Managing Member, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. May 28, 2004

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification.

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.153, F.S.)

7. c/o Scotland Hill Administrative Services, Inc. 25 Phillips Parkway, Montvale, New Jersey 07645

(Principal office address)

Same

(Current mailing address)

8. To act as managing member of limited liability company which will own and operate real property in Florida

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By: Connie Bryan

(Registered agent's signature)

*Special Asst.
Secretary*

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

SECRETARY OF
TALLAHASSEE, FLORIDA

04 JUN - 1 AM 18:35

APPROVED
AND
FILED

A. DIRECTORSChairman: Ezra BeymanAddress: c/o Scotland Hill Administrative Services, Inc. 25 Philips Parkway, Montvale, New Jersey 07645

Vice Chairman: _____

Address: _____

Director: Independent Director to be named in the future

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: Ezra BeymanAddress: c/o Scotland Hill Administrative Services, Inc. 25 Philips Parkway, Montvale, New Jersey 07645

Vice President: _____

Address: _____

Secretary: Ezra BeymanAddress: c/o Scotland Hill Administrative Services, Inc. 25 Philips Parkway, Montvale, New Jersey 07645Treasurer: Ezra BeymanAddress: c/o Scotland Hill Administrative Services, Inc. 25 Philips Parkway, Montvale, New Jersey 07645

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Ezra Beyman, President

(Typed or printed name and capacity of person signing application)

04 JUN -1 AM 8:35
SECRETARY OF STATE
ALBANY, N.Y. 12242

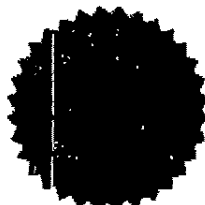
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMPIRIAN WEST MANAGING MEMBER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF JUNE, A.D. 2004.

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



3807779 8300

040405139

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3143567

DATE: 06-01-04