

Division of Corporations

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Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION

Ludlam Mezzanine Corp.

Certificate of Status	1
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DIVISION OF CORPORATION

TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. Ludlam Mezzanine Corp.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

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

3. 03-0479994

(FEI number, if applicable)

4. August 22, 2002

(Date of incorporation)

5. Perpetual

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

6. Upon the filing of this Application for Authorization to Transact Business

(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155, F.S.)

7. 6880 S. W. 44th Street, #100

Miami, Florida 33155

(Current mailing address)

The purpose of the corporation is to transact any and all lawful business for which

8. a corporation may be organized in the State of Florida

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

9. **Name and street address of Florida registered agent:**

Name: Jose Suriol

Office Address: 6880 S. W. 44th Street, #100

Miami, Florida 33155

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.

By: 

Jose Suriol

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.

Filed by: J. Gerstenfeld, Corp. Legal Asst.
Stearns Weaver Miller Weissler, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/EL 305-789-3395

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

A. DIRECTORS

Director: Jose SuriolAddress: 6880 S. W. 44th Street, Suite 100Miami, Florida 33155

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Jose SuriolAddress: 6880 S. W. 44th Street, Suite 100Miami, Florida 33155Vice President: Lyn C. Wittmer de SuriolAddress: 6880 S. W. 44th Street, Suite 100Miami, Florida 33155Secretary: Lyn C. Wittmer de Suriol

Address: _____

Treasurer: Jose Suriol

Address: _____

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

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jose Suriol, President

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

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Delaware

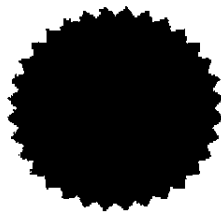
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LUDLAM MEZZANINE CORP." 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 TWENTY-THIRD DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LUDLAM MEZZANINE CORP." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF AUGUST, A.D. 2002.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1951382

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DATE: 08-23-02