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DIVERSIFIED CORPORATE SERVICES INT'L, INC.
41 State Street, Ste. 401 100 Golden Isles Dr., Ste. 1204
Albany, New York 12207 Hallandale, Florida 33009
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March 10, 2000

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301
Att: FOREIGN QUALIFICATIONS

RE: HIALEAH REALTY GROUP, LLC

Dear Sirs/Madams,

Enclosed please find an ORIGINAL and COPY of the APPLICATION FOR AUTHORITY for the above referenced corporation. Please FILE and CERTIFY using the attached check in full payment for services requested, and return to the above using the enclosed ~~FEDERAL EXPRESS~~ envelope. UPS #

Thank you for your cooperation in this matter.

Very truly yours,

Jerry Joseph

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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. HIALEAH REALTY GROUP, LLC
(Name of foreign limited liability company)
2. STATE OF NEW YORK 3. APPLIED FOR
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. JANUARY 20, 2000 5. UNTIL 12/31/2040
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON FILING
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2302 NOSTRAND AVENUE
BROOKLYN, NEW YORK 11210
(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:

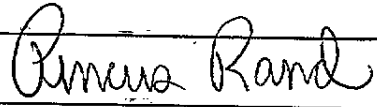
- PINCUS RAND, MANAGING MEMBER
2302 NOSTRAND AVENUE
BROOKLYN, NEW YORK 11210

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TALLAHASSEE, FLORIDA

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: TO BUY, SELL, OWN, OPERATE AND MAINTAIN REAL PROPERTY.

DATED: JANUARY 20, 2000



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.)
PINCUS RAND

Typed or printed name of signee

**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:

HIALEAH REALTY GROUP, LLC

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

JERRY JOSEPH

(Name)

100 GOLDEN ISLES DRIVE, SUITE 1204

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

HALLANDALE BEACH

FL

33009

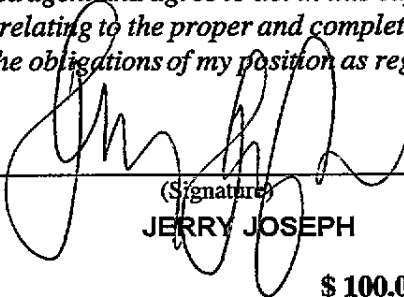
City/State/Zip

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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..



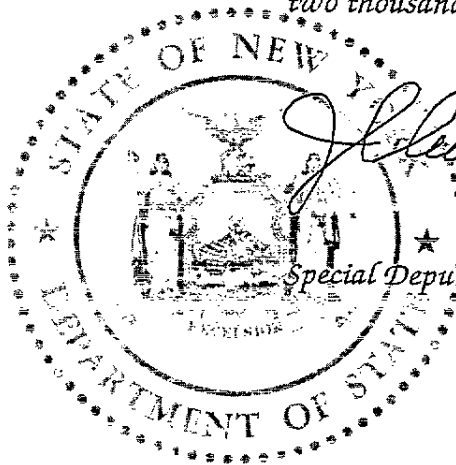
(Signature)
JERRY JOSEPH

| | |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application |
| \$ 25.00 | Designation of Registered Agent |
| \$ 30.00 | Certified Copy (optional) |
| \$ 5.00 | Certificate of Status (optional) |

State of New York } **ss:**
Department of State

I hereby certify, that HIALEAH REALTY GROUP, LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 01/20/2000, and that the limited liability company is subsisting so far as shown by the records of the Department.

Witness my hand and the official seal of the Department of State at the City of Albany, this 20th day of January two thousand.



J. Leish
Special Deputy Secretary of State

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TALLAHASSEE, FLORIDA

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