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	Associated Group U.C.	FILED ESRETARY OF LAHASSEE,
)Profit)Nonprofit	()Amendment	()Merger
)Foreign ALLC	()Dissolution	()Mark
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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:

1.	Associated Group LLC								
	(Name of foreign limited liability company)								
_	Delaware 3, 25-1852076								
2.	Delaware 3. 25-1852076 Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)								
	company is organized)								
	TAS 00								
4.	January 11, 2000 5. perpetual								
	(Date of Organization) (Duranon: "Pear limited insoluty company with ceases and a state of "perpetual")								
6	upon qualification								
υ.	(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)								
7.	Three Bala Plaza East, Suite 502								
	Bala Cynwyd, PA 19004 (Street address of principal office) f limited liability company is a manager-managed company, check here The name and usual business addresses of the managing members or managers are as follows: David J. Berkman, Managing Partner, 3 Bala Plaza East. Suite 502, Bala Cynwyd, PA 19004 William H. Berkman, Managing Partner, 650 Madison Ave, 25th Flr, New York, NY 10022 Scott G. Bruce, Managing Director, 3 Bala Plaza East, Suite 502, Bala Cynwyd,								
	January 11/ 2000 (Date of Organization) (Duration: Year limited liability company will cease for exist or "perpetual") upon gualification (Date first transacted business in Florida. (See sections 608.502, and 817.155, F.S.) (To and Street address of Principal office) Three Bala Plaza East, Suite 502 (Street address of principal office) (Street address of principal office) Bala Cynwyd, PA 19004 (Street address of principal office) (Street address of principal office) If limited liability company is a manager-managed company, check here X PA 19004 David J. Berkman, Managing Partner, 3 Bala Plaza East, Suite 502, Bala Cynwyd, PA 19004 PA 19004 William H. Berkman, Managing Partner, 650 Madison Ave, 25th Fir, New York, NY 10022 NY 10022 Scott G. Bruce, Managing Director, 3 Bala Plaza East, Suite 502, Bala Cynwyd, PA 19004 PA 19004 Atsched is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in ipriscionounder the law of which it is organized (A photocopy is not acceptable. If the certificate is in a foreign language, a relation of the certificate order of the translator must be submitted)								
8.	8. If limited liability company is a manager-managed company, check here 🔀								
	(Street address of principal office) Timited liability company is a manager-managed company, check here he name and usual business addresses of the managing members or managers are as follows: David J. Berkman, Managing Partner, 3 Bala Plaza East. Suite 502. Bala Cynwyd, PA 19004 William H. Berkman, Managing Partner, 650 Madison Ave, 25th Fir, New York, NY 10022 Scott G. Bruce, Managing Director, 3 Bala Plaza East, Suite 502, Bala Cynwyd,								
9.	The name and usual business addresses of the managing members or managers are as follows:								
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	David J. Berkman, <u>Managing Partner, 3 Bala Plaza East. Suite 502, Bal</u> a Cynwyd,								
	William H. Berkman, Managing Partner, 650 Madison Ave, 25th Flr, New York,								
	David J. Berkman, Managing Partner, 3 Bala Plaza East, Suite 502, Bala Cynwyd, PA 19004 William H. Berkman, Managing Partner, 650 Madison Ave, 25th Flr, New York, NY 10022 Scott G. Bruce, Managing Director, 3 Bala Plaza East, Suite 502, Bala Cynwyd,								
	(Street address of principal office) ed liability company is a manager-managed company, check here X me and usual business addresses of the managing members or managers are as follows: id J. Berkman, Managing Partner, 3 Bala_Plaza East. Suite 502. Bala Cynwyd, PA 19004 am H. Berkman, Managing Partner, 650 Madison Ave, 25th Flr, New York, NY 10022 et G. Bruce, Managing Director, 3 Bala Plaza East, Suite 502, Bala Cynwyd,								
	PA 19004								
	Richard L. Goldstein, Managing Director, 3 Bala Plaza East, Suite 5 <u>02,</u>								
	Bala Cynwyd, PA 19004								
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10	Affracted is an original ceruincate of existence, its inter using some thing and canadacter by the output is in a foreign is more than the second sec								
th	jurisdiction under the law of which it is organized. (A protocopy is not acceptable, if the continue is in a through impletely w								
tra	nslation of the certificate under oath of the translator must be submitted.)								
	a sector of a sector of a compared of Floriday private equity investing								
11	. Nature of business or purposes to be conducted or promoted in Florida: private equity investing								
	and any other lawful act or activity for which LLCs may be organized under Florida law								
	$\lambda > \lambda / \lambda /$								
	Signature of a member or an authorized representative of a member.								
	To accordance with acction 602,408(3), F.S., the execution of this document constitutes								
	an affirmation under the penalties of perjury that the facts stated herein are true.)								
	Scott G. BYuce								

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Typed or printed name of signee

04/25/00	16:26	SKADDEN ARPS → 610	660 4920		ND.459	P 03		
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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.								
			any is:		DO AP SECRI			
			of the registered agen	t and office are:	TINTHE TALLAHASSEE FILED TALLAHASSEE FILED TALLAHASSEE FILED FLORIDA FILED TALLAHASSEE FILED FLORIDA			
	-	C T Corporation System	m (Name)	·	12:53 STATE LORIDA			
		1200 South Pine Islan Florida street add	nd Road ress (P.O. Box <u>NOT</u> ACC	EPTABLE)				
	_	Plantation	FL 33324 City/State/Zip					
liabi regis sta t u	lity company (stered agent a stes relating to	at the place designated in t nd agree to act in this capa the proper and complete p ions of my position as regis	this certificate, I herel acity. [further agree performance of my du stered agent as provid	by accept the appointm to comply with the prov ties, and I am familiar led for in Chapter 608,	ent as visions of all with and F.S			
	Kioi	(Signature)	KOF Special	RRI A. BEHLEF Assistant Secre	tary	· · ·		
		\$ 25.00 \$ 30.00	Designation of Re Certified Copy (or	egistered Agent ptional)				
	PUR THE STA' I. T 2. T Havi liabi regis state	PURSUANT TO J THE UNDERSIGN STATEMENT TO STATE OF FLOR 1. The name of th <u>Associated Gr</u> 2. The name and 0 2. The name and 0 Having been name liability company of registered agent al statutes relating to	LICON South Pine Values Having been named as registered agent and itability company at the place designated in the registered agent and agree to act in this capus statues relating to the proper and complete accept the obligations of my position as registered (Signature) \$ 100,00 \$ 25,00 \$ 30,00 \$ 25,00 \$ 30,00 \$ 25,00 \$ 30,00	CERTIFICATE OF DESIGNATION ADDRESSIONS OF SECTION 608.415 or 66 FURSUANT TO THE PROVISIONS OF SECTION 608.415 or 66 THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMISTATEMENT TO DESIGNATE A REGISTERED OFFICE AND STATE OF FLORIDA. 1. The name of the Limited Liability Company is: <u>Associated Group LIC</u> 2. The name and the Florida street address of the registered agent <u>C T Corporation System</u> <u>(Name)</u> <u>1200 South Pine Foland Road</u> <u>Flantation</u> <u>Flantation</u> <u>Flantation</u> <u>Maying been named as registered agent and to accept service of pribability company at the place designated in this certificate, I heredite registered agent and agree to act in this capacity. I further agree statutes relating to the proper and complete performance of my duaceept the obligations of my position as registered agent as provide (Signature) <u>Store Way May May May May May May May May May M</u></u>	CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA ST. THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGE STATE OF FLORIDA. 1. The name of the Limited Liability Company is: <u>Neocisted Oroup LLC</u> 2. The name and the Florida street address of the registered agent and office are: <u>C T Corporation System</u> (Name) <u>100 South Pine Ioland Road</u> Florida street address (P.O. Box NOT ACCEPTABLE) <u>Dantation</u> <u>FL 3324</u> Cir/StateZip Marking been named as registered agent and to accept service of process for the above stri liability company at the place designated in this cartificate. I hereby accept the aponism trates relating to the proper and complete performance of my dates, and Lan familiar accept the obligations of my position as registered agent as provided for in Chapter 608, Cignature Stinon Filing Fee for Application § 2500 Designation of Registered Agent \$ 2000			

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State of Delaware Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASSOCIATED GROUP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2000.

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



Edward J. Freel, Secretary of State

AUTHENTICATION: 0405938 DATE: 04-27-00

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