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ACCOUNT NO. : 072100000032

REFERENCE : 690945 4302267

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 125.00

ORDER DATE : May 9, 2000

ORDER TIME : 2:41 PM

ORDER NO. : 690945-015 600003249196--5

CUSTOMER NO: 4302267

CUSTOMER: Orit Kadosh, Esq
Spitzer & Feldman P.c.
405 Park Avenue

New York, NY 10022-4405

FOREIGN FILINGS

NAME: SCHLEIMER CLEARWATER LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JEANINE REYNOLDS

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY 11 PM 3:13

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 11 PM 3:59

FILED

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

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. SCHLEIMER CLEARWATER LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEIN number, if applicable)
4. May 9, 2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing of this authorization
(Date first transacted business in Florida (See sections 608.501, 608.502, and 817.155, F.S.))
7. 58-47 Francis Lewis Blvd., Suite 202
Bayside, New York 11364
(Street address of principal office)
8. List name, title, and business address of each managing member [MGRM] who will manage the foreign limited liability company in Florida:

NAME & ADDRESS:

TITLE:

Louis Schleimer
58-47 Francis Lewis Blvd., Suite 202
Bayside, New York 11364

Manager

FILED
00 MAY 11 PM 3:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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:

SCHLEIMER CLEARWATER LLC

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

M.D. CARLISLE CORP. OF FLORIDA

Name

1701 LEE ROAD

Florida Street address

WINTER PARK, FLORIDA 32789

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.

M.D. CARLISLE CORP. OF FLORIDA

By: Richard Lewis
Name: RICHARD LEWIS
Title: PRESIDENT

FILED
00 MAY 11 PM 3:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Filing Fee: \$35.00 for Designation of Registered Agent

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 "SCHLEIMER CLEARWATER 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 TENTH DAY OF MAY, A.D. 2000.

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

FILED
00 MAY 11 PM 3:59
SECRETARY OF STATE
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

3225193 8300

001236811

AUTHENTICATION:

0428610

DATE:

05-10-00