

Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

FOREIGN LIMITED LIABILITY COMPANY

CG Interstate Associates, LLC

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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 CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. CG Interstate Associates, LLC (Name of limited liability company)

2. Delaware (Jurisdiction under the law of which foreign llc is organized) 3. (FEI number, if applicable)

4. March 27, 2000 (Date of Organization) 5. Perpetual (Duration)

6. Upon the filing of this Application with the Florida Department of State (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155))

7. 3250 Mary Street, 5th Floor Miami, Florida 33133 (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 member(s) or manager(s) are as follows: 3250 Mary Street, 5th Floor, Miami, Florida 33133

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 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: transacting any and all lawful business

Handwritten signature of Richard E. Schatz

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.)

Richard E. Schatz, Authorized Representative of Member Typed or printed name of signee

LAW-CO\34767008\QUAL-CGIA-LLC.APP Filed by: J. Gerstenfeld, Corp. Legal Asst. Stearns Weaver Miller, et al 150 W. Flagler Street, Suite 2200 Miami, Florida 33130 T: 305-789-3545/F: 305-789-3395

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REPRESENTATIVE 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.

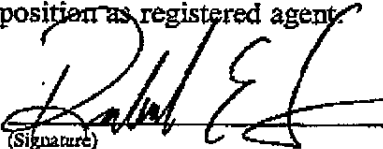
1. The name of the limited liability company is:

CG Interstate Associates, LLC

2. The name and address of the registered agent and office is:

Name:	<u>Richard E. Schatz</u>
	<u>Stearns Weaver Miller Weissler Alhadeff & Sitterson</u>
Office Address:	<u>2200 Museum Tower</u>
	<u>150 West Flagler Street</u>
	<u>Miami, Florida 33130</u>

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.


(Signature)

6/28/00
(Date)

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TALLAHASSEE, FLORIDA

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CG INTERSTATE ASSOCIATES, 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 FOURTEENTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CG INTERSTATE ASSOCIATES, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2000.

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

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00 JUN 30 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0497178

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DATE: 06-14-00