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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 LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

| 1. River Realty LLC | | | | <u></u> |
|--|-----------|--|---|------------|
| (Name of fore | ign lim | ited liability company) | | |
| 2 Delaware | 3 | Applied For | | |
| (Jurisdiction under the law of which foreign limited liabil | lity J. | (FEI number, if applicable) | | |
| company is organized) | - | | | |
| 4 August 9, 2000 | 5 | Perpetual | TAS O | |
| (Date of Organization) | · · · · | (Duration: Year limited liability company wil | l cease to | · · · · |
| (, | | exist or "perpetual") | ARE NO | - |
| 6 Upon qualification | | | 8 <u>5</u> – | <u></u> |
| 6. (Date first transacted business in Florida | (See se | ctions 608.501, 608.502, and 817.155, F.S.) | ₩~ - | E ··· |
| | . (000.00 | | E PM | ED |
| 7. c/o Shopco Advisory Corp., 1964 14th Aven | ue, Ve | ero Beach, Florida 32960 | - s | |
| | | | EAT 2 | - |
| | | | | <u>.</u> |
| (Street ad | dress of | principal office) | - All and a second s | |
| | . المحم | uning and the set of t | | - |
| 8. If limited liability company is a manager-mana | aged co | ompany, check here | | _ |
| | | in a mark and an incorporate and as follows | | |
| 9. The name and usual business addresses of the | manag | ing memoers of managers are as follow | 5. | |
| Roy Praver, c/o Shopco Advisory Corp., 1: | 250 D~ | order New York NY 10001 | | |
| Roy Plaver, C/O Shopeo Advisory corp., 1. | 200 DI | dadway, New TOTA, NyOOOD | | |
| | | | | |
| · · · · · · · · · · · · · · · · · · · | | ······································ | ······································ | 1 |
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| | <u> </u> | | <u> </u> | L |
| 10. Attached is an original certificate of existence, no more th | on 00 đe | ax old duly authenticated by the official having o | ustodyofieco | nds in |
| the jurisdiction under the law of which it is organized. (A pho | | | | |
| translation of the certificate under oath of the translator must b | | | uiguage, a | |
| translation of the certificate under Gain of the translator must o | C SUOITI | liet.) | | · · |
| 11. Nature of business or purposes to be conduct | ed or r | promoted in Florida. | | |
| 11. Wature of business of purposes to be conduct | | | | |
| Real estate brokerage service. | | | | |
| Real estate plokeinge beivice. | | 1 | ······································ | |
| Mea Alle | | 100 | | |
| Simpture of a member or i | an auth | porized representative of a member. | - 41 7 - | · <u>-</u> |
| (In accordance with section 608 40 | 8(3) = S | , the execution of this document constitutes | | |
| an affirmation under the penalties | of perjur | y that the facts stated herein are true.) | | |
| Bea Drechsler | | | | |
| | rinted r | 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:

River Realty LLC

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

LEXIS Document Services Inc.

(Name)

3953 W.W. Kelley Road

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

Tallahassee

FL City/State/Zip

32311

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.

LEXIS Decoument Service Inc gnature) istant Secretary Janet M. Budhu, Ass **Filing Fee for Application** \$ 100.00 **Designation of Registered Agent** 25.00 s **Certified Copy (optional)** 30.00 \$

\$ 5.00 Certificate of Status (optional)

PAGE 1

State of Delaware Office of the Secretary of State

6 - - -

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIVER REALTY 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 AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RIVER REALTY LLC" WAS FORMED ON THE NINTH DAY OF AUGUST, A.D. 2000.

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



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Edward J. Freel, Secretary of State 0611619

AUTHENTICATION:

DATE:

08-10-00