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File No. 305.8

October 30, 2000

Florida Department of State Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

200003451442--0 -11/03/00--01064--004 ****125.00 ****125.00

Re:

CBD Development Group of Fort Myers, Florida LLC

Dear Sir/Madam:

Enclosed for filing with regard to the above referenced New Jersey limited liability company please find the following:

- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida
- Certificate of Designation of Registered Agent/Registered Office
- Original Certificate of Good Standing from New Jersey Department of Treasury
- Our check in the amount of \$125, which represents the appropriate filing fee in this matter

It is my understanding that a letter of acknowledgment will be issued upon registration. Thank you in advance for your kind consideration and cooperation in this matter.

Very truly yours,

THOMAS J. DIPILLA, JR

TJD:pjg Enclosures FILED SEORETARY OF STATE DIVISION OF CORPORATIONS

c:\Letters\Ltr.FloridaDivisionCorporations.10.30.00

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: CBD Development Group of Fort Myers, Florida LLC (Name of foreign limited liability company) New Jersey (FEI number, if applicable) (Jurisdiction under the law of which foreign limited liability company is organized) October 11, 2000 perpetual (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") Upon filing and approval of this Application (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 1815 Long Beach Blvd. Ship Bottom, NJ 80080 (Street address of principal office) 8. If limited liability company is a manager-managed company, check here [x] 9. The name and usual business addresses of the managing members or managers are as follows: CBD Development, Incorporated 1815 Long Beach Blvd. Ship Bottom, NJ 80080 Attn: David A. Waronker, President 10. Attached is an original continuate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the issued which it is expensived. (A photocopy is not acceptable. If the certificate is in a ferrior 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: Real estate acquisition, development and construction 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.) Thomas J. Di Pilla fr. Esquire

Typed or printed name of signer Afformey for

CBD Development Group

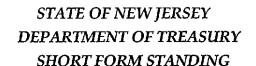
of Fort Myers, plovida LLC.

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.

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The na	ome and the F	lorida street e	ddress o	of the	regist	ered agen	and office a	ine:
			David	Α.	Ward	onker		
				(N	ame)			
			200 N	orfo	olk l	Place		
		Florida s	rect addr	ess (P.	О. Вох	NOT ACC	PTABLE)	······································
		Celebra	ation,		FL.		34747	
		·····		Cit	y/State	/Zip		
bility co	ompany at the p agree to act in the proper an	place designa n this capacity id complete pe	ted in thi . I furtherforman	is cert er agr ce of i	ificate, ee to c ny dut	I hereby comply with ies, and I comply	accept the ap h the provision am familiar v	pove stated limited pointment as regis prs of all statutes with and accept the
ating to	u of hty positio	m as registere	и изет с	w prv		OF HIS CHARL	<i>MET 0UG, F.</i> .X	,

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



CBD DEVELOPMENT GROUP OF FORT MYERS, FLORIDA LLC

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on October 11, 2000.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

David A Waronker 1815 Long Beach Blvd Ship Bottom, NJ 08008

Continued on next page . . .

