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ROLAND, FOGEL, KOBLENZ & PETROCCIONE, LLP

ATTORNEYS AT LAW

1 COLUMBIA PLACE

ALBANY, NEW YORK 12207

KEITH J. ROLAND
USHER FOGEL
MARK L. KOBLENZ
EMILIO A.F. PETROCCIONE

EDMUND A. KOBLENZ
1908-1972
A. ABBA KOBLENZ
1922-1979

TEL: (518) 434-8112

FAX: (518) 434-3232

GEORGE A. ROLAND*
COUNSEL
*ALSO ADMITTED TO FLORIDA BAR

BY AIRBORNE EXPRESS

December 1, 2000

Florida Department of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

Re: TERCERO GROUP, LLC

Dear Sir or Madam:

M-2533

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-12/04/00--01124--010
****155.00 ****155.00

Enclosed please find and original and file copies of the Application by Foreign Limited Liability Company for Authorization to Transact business in Florida, on behalf of Tercero Group, LLC.

As indicated by the fee filing instructions, attached is a firm check in the amount of one hundred fifty-five dollars to cover the handling and processing fees including the Certified Copy fee.

not provided
In addition, please return our date stamped file copy and certified copy in Airborne Express envelope provided, so to reflect the confirmation of the actual filing date for our records.

Thank you for your assistance with this matter.

Sincerely,

Darci L. DeLisle
Darci L. DeLisle

Paralegal

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Enclosures

FILED
00 DEC 14 AM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORIGINAL

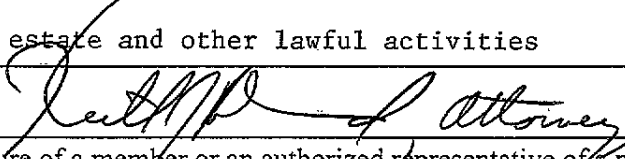
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. TERCERO GROUP, LLC
(Name of foreign limited liability company)
2. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Pending
(FEI number, if applicable)
4. November 27, 2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o The CDL School, Inc., 4101 N.W. 27th Avenue, Miami, Florida 33142
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
Albert V. Hanley, III
The CDL School, Inc.
4101 N.W. 27th Avenue
Miami, Florida 33142

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 the 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: Ownership and
management of real estate and other lawful activities


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.)

Keith J. Roland

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORIGINAL

**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:

TERCERO GROUP, LLC

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

Albert V. Hanley, III

(Name)

c/o The CDL School, Inc., 4101 N.W. 27th Avenue

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

Miami, Florida 33142

City/State/Zip

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TALLAHASSEE FLORIDA

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..

(Signature)

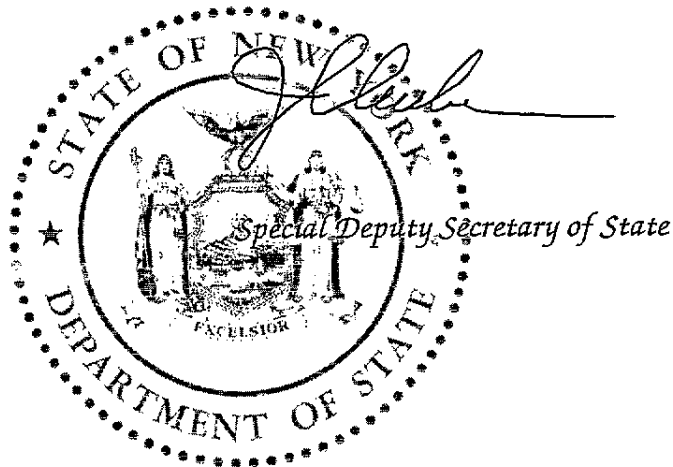
\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

State of New York } ss:
Department of State

I hereby certify, that TERCERO GROUP, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 11/29/2000, and that the Limited Liability Company is subsisting so far as shown by the records of the Department.

I further certify, that no other documents have been filed by such Limited Liability Company.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 29th day of November
two thousand.



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TALLAHASSEE FLORIDA