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*not admitted in Florida
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and Washington, D.C.

December 13, 2000

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-12/15/00--01072--005
****155.00 ****155.00

Re: LAZAR MANAGEMENT NEVADA, LLC
Our File No. 5079.01

Dear Sir or Madam:

M-2645

Enclosed for filing please find the following:

- (1) Original and copy of Application by Foreign LLC for Authorization to Transact Business in Florida;
- (2) Certificate of Existence from the State of Nevada;
- (3) Filing fee in the amount of \$155.00 to include a certified copy and certificate of status.

To evidence receipt of this filing, please date stamp the copy the Application and return in the postage prepaid envelope provided. If you have any questions, please contact me at (954) 766-7829 or via fax at (954) 766-7800.

Sincerely,



Myra Mahoney
Corporate Paralegal

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DEC 15 PM 3:15
STATE OF FLORIDA
TALLAHASSEE

12/20

5079-0100 302663.1

**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. LAZAR MANAGEMENT NEVADA, LLC
(Name of foreign limited liability company)
2. NEVADA
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. 9/1/00
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 100 West Liberty Street, 10th Floor
Reno, NV 89501
(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:

Herbert Lazar and Miriam Lazar
100 West Liberty Street, 10th Floor
Reno, NV 89501

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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: Private investment

Herbert Lazar
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.)

Herbert Lazar

Typed or printed 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:

LAZAR MANAGEMENT NEVADA, LLC

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

Elliot P. Borkson

(Name)

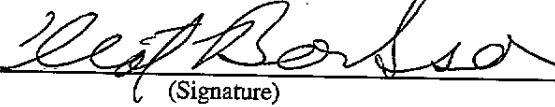
350 E. Las Olas Blvd., Suite 1700

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

Ft. Lauderdale, FL 33301

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 as provided for in Chapter 608, F.S..

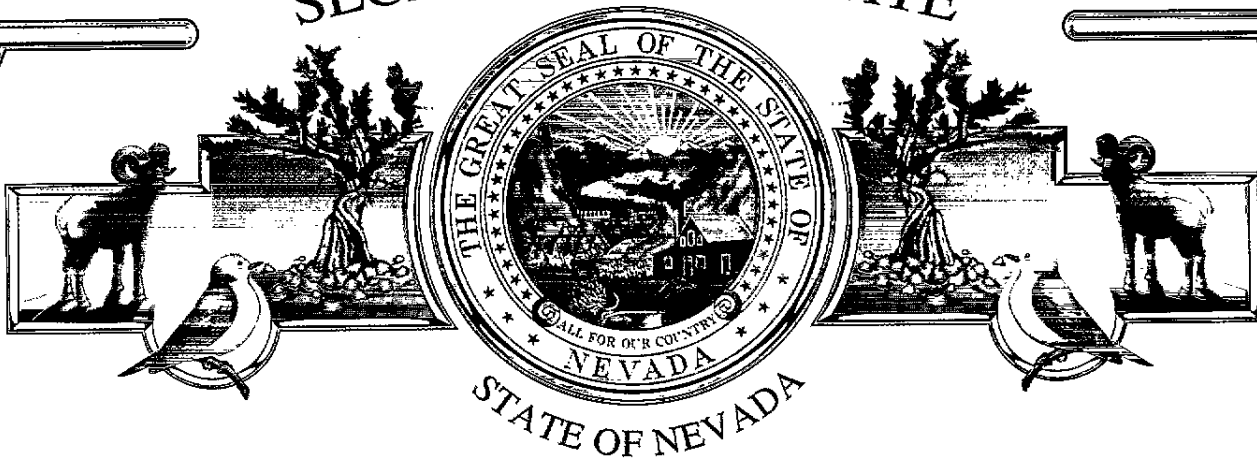


(Signature)

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

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TALLAHASSEE FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **LAZAR MANAGEMENT NEVADA, LLC**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 1, 2000, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office in
Carson City, Nevada, on November 27, 2000.

Dean Heller

Secretary of State

By

CHD

Certification Clerk



FILED
00 DEC 15 PM 3:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA