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FOREIGN LIMITED LIABILITY COMPANY

VAL D'OR, LLC

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## **RUTHERFORD, MULHALL & WARGO**

PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS AT LAW

GEORGE M. BAKALAR  
ROBERT B. BURR  
JOYCE A. CONWAY  
HEATHER J. FOSEL 1  
ALAN L. GOODMAN  
CORINNE B. KAHN 5  
JOSEPH M. LANDOLFI, JR.  
LAURA A. McLOUGHLIN  
STEPHEN A. MENDELSON 6  
JOHN T. MULHALL III 7  
MARK L. NOWAK 3  
SHERYL T. ROSENBLUM  
CHARLES E. RUTHERFORD 2, 4  
SCOTT B. WALLACE  
MICHAEL E. WARGO  
ROBERT L. WUNKER

**BOCA RATON OFFICE**  
FOUNTAIN SQUARE I, FOURTH FLOOR  
2600 NORTH MILITARY TRAIL  
BOCA RATON, FL 33431-5348  
TELEPHONE: 561-241-1600

**WEST PALM BEACH OFFICE**  
NORTHBRIIDGE CENTRE, SUITE 300P  
515 NORTH FLAGLER DRIVE  
WEST PALM BEACH, FL 33401  
TELEPHONE: 561-820-9414

**PALM BEACH GARDENS OFFICE**  
GARDENS CORPORATE CENTER, SUITE 1020  
3801 P.G.A. BOULEVARD  
PALM BEACH GARDENS, FL 33410  
TELEPHONE: 561-691-8111

TELEPHONE: 561-241-1600  
FACSIMILE: 561-241-3815  
E-MAIL: [rmw@rmwlaw.com](mailto:rmw@rmwlaw.com)  
INTERNET: <http://www.rmwlaw.com>

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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:

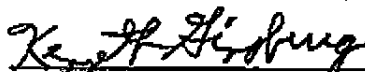
1. Val D'Or, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. DELAWARE  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-1054819  
(FEI number, if applicable)
4. October 25, 2000  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist "perpetual")
6. October 25, 2000  
(Date first transacted business in Florida. See sections 608.501, 608.502, and 817.155, F.S.)
7. 2700 N. Military Trail, c/o onlinetrading.com, Boca Raton, FL 33431  
(Street address of principal office)
8. List name, title, and business address of each managing member (MGRM) or manager (MGR) who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME &amp; ADDRESS:

TITLE:

Kenneth GinsburgMGRM

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)



Kenneth Ginsburg, Managing Member

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Fax Audit No. H01000008322 9**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: Val D'Or, LLC.
2. The name and address of the registered agent and office is: Stephen A. Mendelsohn, Esq.  
Rutherford, Mulhall & Wargo, P.A., 2600 N. Military Trail, Boca Raton, FL 33431

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.

  
\_\_\_\_\_  
Stephen A. Mendelsohn

10/24/00  
(Date)

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*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VAL D'OR, 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 NINTH DAY OF JANUARY, A.D. 2001.

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TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*  
Secretary of State

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DATE: 01-09-01

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