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YOHALEM
GILLMAN
& COMPANY LLP

March 2, 2001

SENT VIA FEDEX

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-03/08/01--01040--004
****125.00 ****125.00

Re: Sherle Wagner International LLC
EIN: 13-7113482

We are the accountants for the above entity. On their behalf, we are submitting an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and a Certificate of Designation of Registered Agent/Registered Office. Also attached is an original certificate of existence from New York State.

Enclosed is a check for \$125 for the Filing Fee for Application and Designation of Registered Agent.

Please send the letter of acknowledgement to my attention to the following address:

Yohalem Gillman & Co. LLP
477 Madison Avenue - 9th Floor
New York, NY 10022

You can also fax me the letter at (212) 863-1528.

Should you have any questions, please contact me at (212) 863-1328.

Thank you for your attention to this matter.

Sincerely,



William Chan

Cc: Michael Belfer
Jude Coard
Tommy Yu

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. SHERLE WAGNER INTERNATIONAL, LLC
(Name of foreign limited liability company)
2. NEW YORK
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-7113482
(FEI number, if applicable)
4. JUNE 12, 1997
(Date of Organization)
5. 2036
(Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 60 EAST 57TH STREET
NEW YORK NY 10022
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☐
9. The usual business addresses of the managing members or managers are as follows:
60 EAST 57TH STREET
NEW YORK NY 10022
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: SHOWROOM

Signature of a member or an authorized representative of a member.
(In accordance with section 608.405(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

[Signature]
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:

SHERLE WAGNER INTERNATIONAL, LLC

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

CORPORATION SERVICE COMPANY

(Name)

1201 HAYES STREET

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

TALLAHASSEE

FL 32301

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.

Maria Inad, Asst Secretary

(Signature)

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

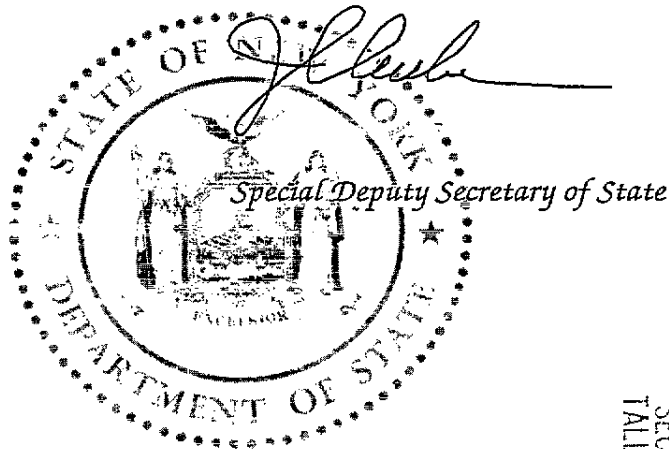
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York } ss:
Department of State

I hereby certify, that VINCENT GEOFFROY, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 02/05/1997, and that the Limited Liability Company is subsisting so far as shown by the records of the Department.

A Certificate of Amendment VINCENT GEOFFROY, LLC, changing its name to SHERLE WAGNER INTERNATIONAL, LLC, was filed 06/13/1997.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 23rd day of February
two thousand and one.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA