

ACCOUNT NO.

072100000032

REFERENCE

: 184528

4809298

AUTHORIZATION 5

COST LIMIT

ORDER DATE: June 13, 2001

ORDER TIME : 11:09 AM

ORDER NO. : 184528-005

CUSTOMER NO: 4809298

CUSTOMER: Ms. Margaret Chow

Riker, Danzig, Scherer, Hyland

Headquarters Plaza Ii One Speedwell Avenue Morristown, NJ 07962-1981 300004420103--3

FOREIGN FILINGS

NAME: SMG CELEBRATION, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER:

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:

l.	SMG Celebration, LLC (Name of foreign limited liability company)	_
	(Name of foreign limited liability company)	
2.	New York 3.	
	New York (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)	-
4.	May 22, 2001 5. Perpetual	
	May 22, 2001 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")	•
6.	May 22, 2001	
	(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)	
7.	245 Saw Mill River Road, Hawthorne, New York 10532	_
	•	
	(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:	îir (C
	Martin Ginsburg and Samuel Ginsburg	
	m≺ wa	-
	c/o Ginsburg Development Corp.	PM
	_245 Saw Mill River Road	رن ان
	Hawthorne, New York 10532	
10.	Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of recipitation and order to the official having custody of recipitation and order to the official having custody of recipitation and order to the official having custody of recipitation and order to the official having custody of recipitation and order to the official having custody of recipitation and order to the official having custody of recipitation and order to the official having custody of recipitation and order to the official having custody of recipitation and order to the official having custody of recipitation and order to the official having custody of recipitation and order to the official having custody of recipitation and order to the official having custody of recipitation and order to the official having custody of recipitation and order to the or	cords in
uie. tran	jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a islation of the certificate under eath of the translator must be submitted.)	
11.	Nature of business or purposes to be conflucted or promoted in Florida: Own, operate and mar	nage
	real estate.	
	H	
	Signature of a member or an authorized representative of a member.	
	(In accordance with section 608, 408(3), E.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)	
	Martin Ginsburg, Manager	
	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. Th	e name of the	Limited Liability Compa	ny is:				
SM	IG Celebration	a, LLC	- 		52.5	<u> </u>	
2. Th	e name and the	e Florida street address o	f the registered a	gent and office	are:		
		Corporat	ion Service Com	מחפחוי			
	-	COIPCIAC	(Name)	<u>"——</u>	<u>~</u>	1 <u>7</u> 1	· · · · · · · · · · · · · · · · · · ·
		120	1 Hays Street		·	LVHT CVFI	Ē <u>è</u>
		Florida street address (P.O. Box NOT ACCEPTABLE)			_	AKY ASSEI	
		Tallahassee	<u>E</u> L	32301	· · · · · · · · · · · · · · · · · · ·	OF STA	DE SOLUTION OF THE SOLUTION OF
			City/State/Zip			YORKO LYLE E.Y.)	

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..

5.00

Myabeth B. Semeczny (Signature)

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

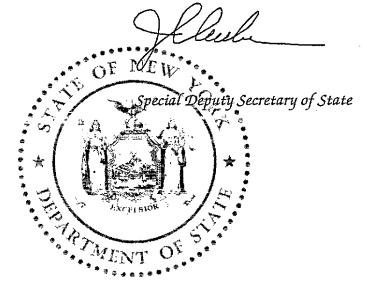
Certificate of Status (optional)

State of New York Department of State

I hereby certify, that SMG CELEBRATION, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 05/22/2001, and that the Limited Liability Company is subsisting so far as shown by the records of the Department.

Witness my hand and the official seal of the Department of State at the City of Albany, this 25th day of May two thousand and one.

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SECKETARY OF STATE