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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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01 DEC -3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN LIMITED LIABILITY COMPANY

ISLAND VENTURES ASSOCIATES LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$125.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 3, 2001

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ISLAND VENTURES ASSOCIATES LLC
REF: W01000027424

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

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Agnes Lunt
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FAX Aud. #: E01000117231
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 608.501, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. ISLAND VENTURES LLC
(Name of foreign limited liability company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-1145401
(FEI number, if applicable)
4. 8/23/01
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. NOT YET
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 520 BRICKELL KEY DR., D-305
MIAMI, FLA. 33131
(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 & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>LEON LEVITZ</u>	<u>MGRM</u>		
<u>502 FOUNTAIN PARKWAY</u>			
<u>GRAND PRAIRIE, TEXAS 75050</u>			
<u>ERMOGENE (GIND) CARFAGNA</u>	<u>MGRM</u>		
<u>12800 NO. BAYSHORE DR.</u>			
<u>MIAMI, FLA. 33181</u>			
<u>MICHAEL ARISTONDO</u>	<u>MGRM</u>		
<u>8690 S.W. 107 ST.</u>			
<u>MIAMI, FLA. 33156</u>			

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.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Name and Street address of Florida registered agent:

Name: STEPHEN FREEMAN
Office Address: 520 BRICKELL KEY DR., 0-305
MIAMI, Florida 33131
Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature:

[Signature]
STEPHEN FREEMAN

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. MICHAEL ALISTONDO MANAGING MEMBER
(Name and capacity of person signing application)

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**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
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA

1. The name of the limited liability company is:

ISLAND VENTURES LLC

2. The name and address of the registered agent and office is:

STEPHEN FREEMAN
(Name)

520 BRICKELL KEY DR., D-305
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

MIAMI, FLA 33131
(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.

STEPHEN FREEMAN

11/27/01
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

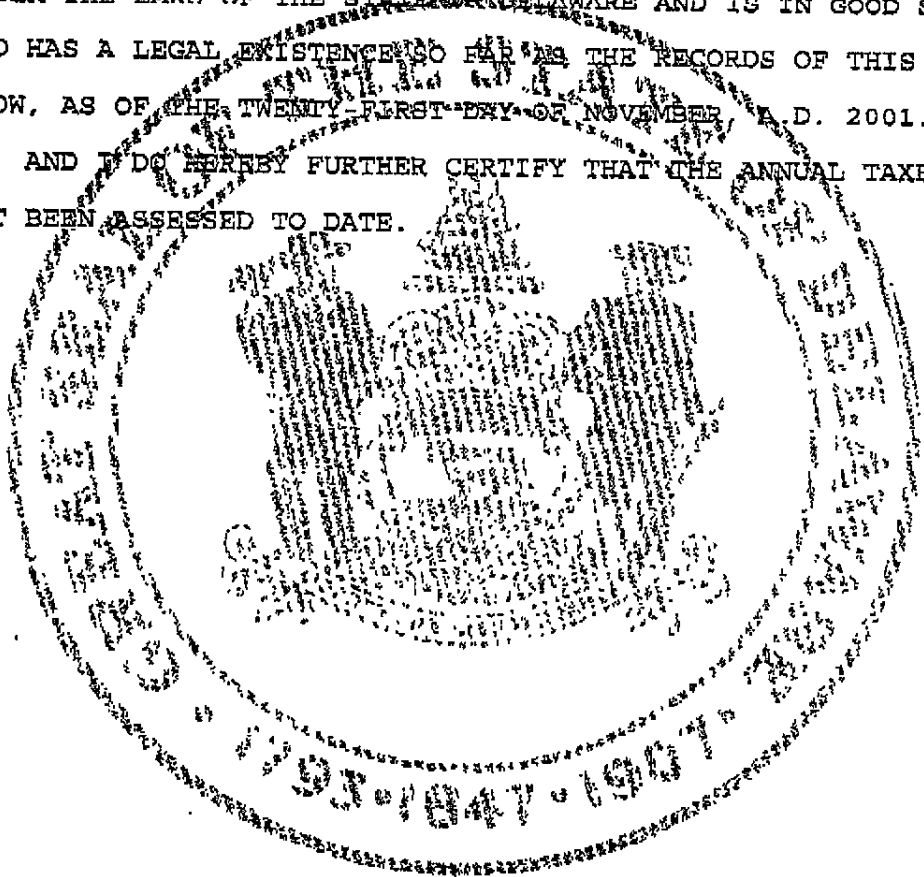
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STATE
SECRETARY OF
FLORIDA
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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ISLAND VENTURES 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 TWENTY-FIRST DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1458457

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DATE: 11-21-01

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