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Attorneys at Law

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December 6, 2001

VIA FEDERAL EXPRESS

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

Re: IAR Group, LLC

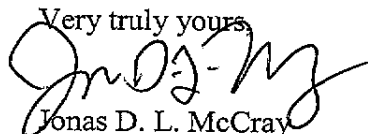
Dear Madam or Sir:

Enclosed for filing please find an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida with the requisite Certificate of Designation of Registered Agent/Registered Office for **IAR Group, LLC** a Delaware limited liability company.

Additionally enclosed is a certificate of legal existence for IAR Group, LLC from the Delaware Secretary of State, a check in the amount of One Hundred and Sixty Dollars (\$160.00) for the filing fee of the application, the designation of the registered agent, a certified copy and a certificate of status, and a copy of the said application. Please date stamp the enclosed copy of said application and return the same with the items requested in the Federal Express envelope provided.

Please contact me if you have any questions or require anything further in connection with these matters.

Very truly yours,


Jonas D. L. McCray

enclosures

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

1. IAR Group, LLC
(Name of foreign limited liability company)
2. Delaware 3. to be issued
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)
4. December 5, 2001 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. December 31, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 40 Broad Street, 11th Floor
Boston, MA 02109
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

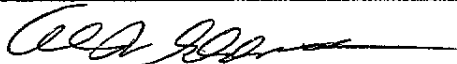
9. The name and usual business addresses of the managing members or managers are as follows:

<u>Michael G. Frieze</u>	<u>Alan R. Goldstein</u>	<u>Jeffrey Gordon</u>
<u>40 Broad St., 11th Floor</u>	<u>40 Broad St., 11th Floor</u>	<u>2799 Seneca Blvd. (32nd Ave.)</u>
<u>Boston, MA 02109</u>	<u>Boston, MA 02109</u>	<u>Pembroke Park, FL 33023</u>

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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: Buying and selling of furniture, fixtures, equipment and all other associated goods and all other activities associated therewith.


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.)

Alan R. Goldstein, Chief Financial Officer, Executive

Typed or printed name of signee
Vice President and Manager of IAR Group, LLC

**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:

IAR Group, LLC

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

Jeffrey Gordon

(Name)

2799 Seneca Blvd (32nd Ave.)

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

Pembroke Park, FL 33023

(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.

Jeffrey Gordon (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

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FILED

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IAR GROUP, 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 FIFTH DAY OF DECEMBER, A.D. 2001. —

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1482747

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DATE: 12-05-01