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July 1, 2002

NEW YORK OFFICE
181 HUDSON STREET
2ND FLOOR FRONT
NEW YORK, NEW YORK 10013

ARIZONA OFFICE
8655 EAST VIA DE VENTURA, SUITE 200-G
SCOTTSDALE, ARIZONA 85258
(602) 922-0026

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/08/02--01050--001
****205.00 ****155.00

Re: The Certo Group, L.L.C.

BK

BK

Dear Sir/Madam:

Please find enclosed, for filing, on behalf of the above referenced limited liability company, the following:

1. Application By Foreign LLC For Authorization to Transact Business in Florida,
2. Certificate of Designation of Registered Agent of same, and
3. Application for Registration of Fictitious Name.

In connection therewith, we also enclosed our check made payable to your order in the amount of \$205.00 and an original certificate of existence duly authenticated by the State of New Jersey, Department of the Treasury. Please register the fictitious name, designate the registered agent, register the LLC, and, thereafter, please return a certified copy of the Certificate to this office.

Thank you for your attention to this matter.

Very truly yours,

Rachel M. White

Rachel M. White

RMW/jdb

Encls.

cc: Sir Domenic Certo w/ Encl.

210

FILED
02 JUL -8 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. The Certo Group, L.L.C.
(Name of foreign limited liability company)
2. New Jersey 3. 01-0597922
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 1, 2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Expected: June 14, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3405 West Martin Luther King Jr. Blvd.
Tampa, FL 33607
(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:

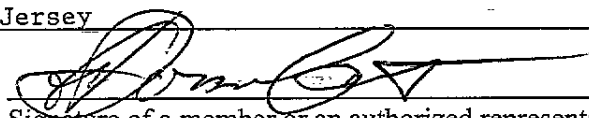
Sir Domenic Certo

201 Circle Drive North, Suite 112

Piscataway, NJ 08854

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: for any purposes for which limited liability companies may be organized under the laws of the State of New Jersey


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.)

Sir Domenic Certo

Typed or printed name of signee

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02 JUL -8 10:05
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**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.

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JUL -8 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

The Certo Group, L.L.C.

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

Emilio Sarria

(Name)

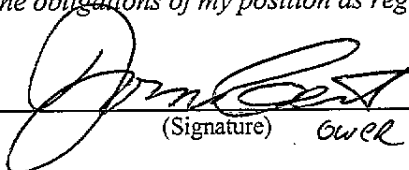
3405 West Martin Luther King Jr. Blvd.

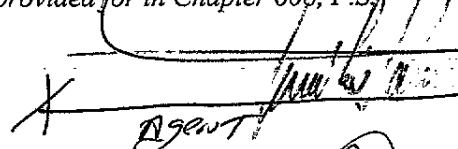
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tampa, FL 33607

(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.


(Signature) *Emilio Sarria*


AGENT

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

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

THE CERTO GROUP, L.L.C.

With the Previous or Alternate Name

L.A. SERVICES (Alternate Name)

L.A. MANAGEMENT SERVICES (Alternate Name)

L.A. FOOD SERVICES (Alternate Name)

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Limited Liability Company was
registered by this office on December 20, 2001.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

Jay J. Freireich
256 Columbia Turnpike
Columbia Commons - Suite 202
Florham Park, NJ 07932

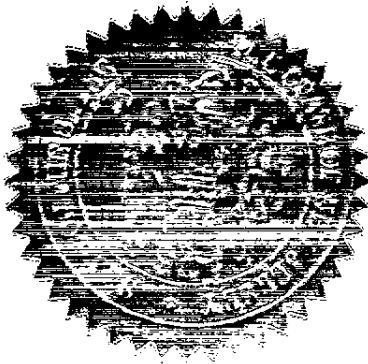
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

THE CERTO GROUP, L.L.C.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
24th day of June, 2002

A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E McCormac, CPA
State Treasurer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL -8 AM 10:05

FILED