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FOREIGN LIMITED LIABILITY COMPANY

Goodwill-Curtis Properties, LLC

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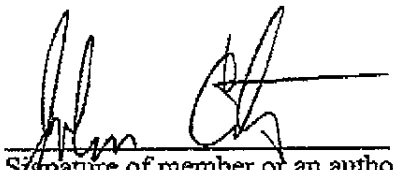
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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.

1. Name of foreign limited liability company: **Goodwill-Curtis Properties, LLC**
2. Jurisdiction under the law of which foreign limited liability company is organized:
Connecticut
3. FEI number (if applicable): Applied for
4. Date of organization: 5/2/02
5. Duration: perpetual
6. Date first transacted business in Florida: Date of filing
7. Street address of principal office: 186 Griffin Avenue, Bridgeport, Connecticut 06606. Located in the county of Fairfield.
8. The limited liability company is to be managed by: Managers
9. Name, title, and business address of each managing member or manager who will manage the foreign limited liability company in Florida:

John W. Curtis, 10020 Country Brook Road, Boca Raton, FL 33428, Manager
10. 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.
11. Nature of business or purposes to be conducted or promoted in Florida:



Signature of member or an authorized representative of a member.

John W. Curtis, Manager

Printed name of signee

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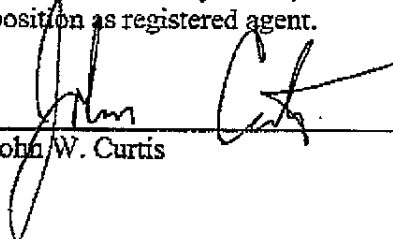
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the Limited Liability Company is: Goodwill-Curtis Properties, LLC
- 2. The name and the Florida street address of the registered agent and office is: John W. Curtis, 10020 Country Brook Road, Boca Raton, Florida 33428. Located in the county of Palm Beach.

Having been named as registered agent and to accept service of process for the above stated corporation 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.



 John W. Curtis

Date: June 6, 2002

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Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

GOODWILL-CURTIS PROPERTIES, LLC

is in existence.



Secretary of the State

Date Issued: June 21, 2002

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