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03 JAN 15 AM 9:03  
TALLAHASSEE, FLORIDA

**ABRAMS GARFINKEL MARGOLIS BERGSON, LLP**

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MELVILLE, NY

Via Overnight Mail

January 13, 2003

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**FILED**  
03 JAN 15 AM 9:03  
TALLAHASSEE, FLORIDA

Re: Sperling Enterprises, LLC

Dear Sir or Madam:

Enclosed please find the following for the above-referenced limited liability company:

1. An Application By Foreign Limited Liability Company For Authorization To Transact Business in Florida (the "Application").
2. A Certificate of Designation of Registered Agent/Registered Office.
3. An original Certificate of Existence issued by the State of New York.
4. A check in the amount of \$160 to cover the cost of the filing fee for the Application and Designation of Registered Agent, and for a Certified Copy of the Application and Certificate of Status.

Please file the Application and Designation of Registered Agent and send the Certified Copy and Certificate of Status to the undersigned at the New York City address listed above.

Very truly yours,

  
Jonathan Misher

JM/nfb  
Enclosures

**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. SPERLING ENTERPRISES, LLC  
(Name of foreign limited liability company)
2. NEW YORK  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 76-0709203  
(FEI number, if applicable)
4. AUGUST 19, 2002  
(Date of Organization)
5. PERPETUAL  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. SEPTEMBER 1, 2002  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 237 WEST 35TH STREET, 4TH FLOOR  
NEW YORK, NEW YORK 10001  
(Street address of principal office)

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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:

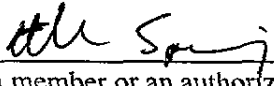
MARC SPERLING

237 WEST 35TH STREET, 4TH FLOOR

NEW YORK, NEW YORK 10001

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: STOCK BROKER

  
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.)

MARC SPERLING

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. The name of the Limited Liability Company is:

SPERLING ENTERPRISES, LLC

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

MARC SPERLING

(Name)

1865 PALM COVE BOULEVARD

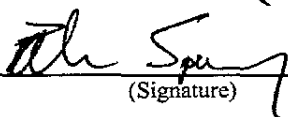
Florida street address (P.O. Box **NOT** ACCEPTABLE)

DELRAY BEACH

FL 33445

(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)

|           |                                  |
|-----------|----------------------------------|
| \$ 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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**State of New York** } ss:  
**Department of State**

I hereby certify, that SPERLING ENTERPRISES, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 08/19/2002, 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 18th day of December  
two thousand and two.*



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