

MO3 000000689

(Requestor's Name)

Rossman

80 SW 8th St #200

Miami, FL 33130

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

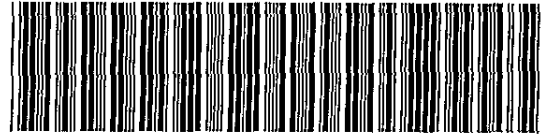
(Business Entity Name)

(Document Number)

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FILED
FEB 27 2003
TALLAHASSEE, FLORIDA

MO3-689
JK

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. Next Holdings Group, LLC
(Name of foreign limited liability company)

2. Delaware 3. 38-3645965
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 3/11/02 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 2/19/03
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 80 SW 8th Street, Suite 2000
Miami, FL 33130
(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:

Karen Rossman 80 SW 8th St # 2000 Miami FL 33130

RECEIVED
STATE OF FLORIDA
CORPORATION
MAY 10 11 45 AM '03

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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: marketing

Karen Rossman
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.)

Karen Rossman
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:

Next Holdings Group, LLC

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

Karen Rossman
(Name)

80 SW 8th Street, Suite 2000
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Miami FL 33130
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

Karen Rossman
(Signature)

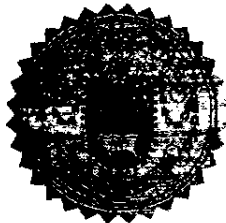
\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXT HOLDINGS GROUP L.L.C." 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 FOURTEENTH DAY OF FEBRUARY, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3500916 8300

AUTHENTICATION: 2261626

030101092

DATE: 02-14-03