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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

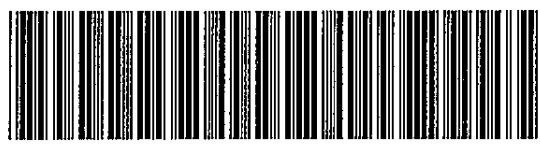
(Business Entity Name)

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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 996658 4300043

AUTHORIZATION : *Patricia Rojas*

COST LIMIT : \$ 155.00

ORDER DATE : April 2, 2003

ORDER TIME : 2:13 PM

ORDER NO. : 996658-005

CUSTOMER NO: 4300043

CUSTOMER: Vito Piacente, Legal Asst
Proskauer Rose LLP
1585 Broadway
Room 2361
New York, NY 10036-8299

FOREIGN FILINGS

NAME: FAIRBANKS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

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:

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1. FAIRBANKS LLC (Name of foreign limited liability company)

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

4. APRIL 1, 2003 (Date of Organization) 5. PERPETUAL (Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON FILING (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. C/O DRAKE VENTURES, LLC, 927 LINCOLN ROAD, SUITE 216, MIAMI BEACH, FL 33139 (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:

ROGER J. STONE, JR. C/O DRAKE VENTURES, LLC 927 LINCOLN RD, STE 216, MIAMI BEACH, FL 33139

NYDIA STONE, C/O DRAKE VENTURES, LLC, 927 LINCOLN RD, STE 216, MIAMI BEACH, FL 33139

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: ANY LAWFUL ACTIVITY

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.) DAVID BONDY, AUTHORIZED REPRESENTATIVE 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.

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1. The name of the Limited Liability Company is:

FAIRBANKS LLC

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

Corporation Service Company
(Name)

1201 Nava Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(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.

Cynthia R Harris, as its agent
(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

PAGE 1

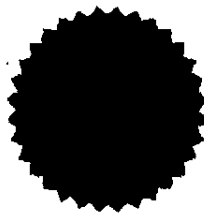
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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAIRBANKS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FAIRBANKS LLC" WAS FORMED ON THE FIRST DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3642865 8300

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AUTHENTICATION: 2343679

DATE: 04-01-03