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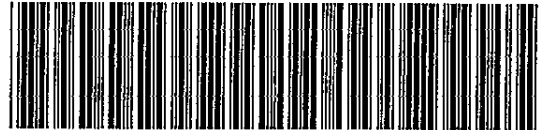
DCC

Notarization

DCC

V.P. Verifier

DCC



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05/05/03--01125--003 **100.00

05/05/03--01125--004 **25.00

FILED
03 MAY -5 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES

M. A. MARTIN & ASSOCIATES, P.A.

MIGUEL A. MARTIN*

RENEE ADWAR

*ADMITTED IN FLORIDA AND SPAIN

SUITE 830
848 BRICKELL AVENUE
MIAMI, FLORIDA 33131
TELEPHONE (305) 374-4422
FAX (305) 530-9956
E-MAIL: mammiaw@bellsouth.net

April 30, 2003

Registration Section
Florida Department of State
Division of Corporations
409E. Gaines Street
Tallahassee, FL 32399

RE: MR Consulting LLC

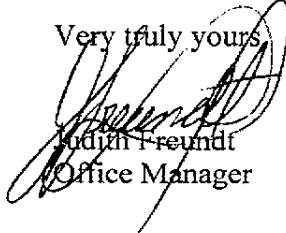
Dear Sirs:

Enclosed please find the following:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
2. Our check #2528 in the amount \$100.00 to pay for the Application's filing fee.
3. Designation of Registered Agent.
4. Our check #2533 in the amount of \$25.00 covering the Designation of Registered Agent's fee.
5. Certificate of Good Standing of the Corporation MR Consulting LLC, from the State of Delaware.

If any questions arise, please do not hesitate to contact us. Thank you for your cooperation in this matter.

Very truly yours,


Judith Freundt
Office Manager

JF/jd

Encl.

FILED
03 MAY -5 PM 1:30
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. MR. CONSULTING LLC
(Name of foreign limited liability company)

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

4. 10-17-02 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to
exist or "perpetual")

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

7. 712 FIFTH AVENUE, 29 FLOOR
NEW YORK, NY 10019
(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:

FATOS ROSENBERG

712 FIFTH AVENUE, 29 FLOOR

NEW YORK, NY 10019

10. Attached is an original certificate of existence not more than 90 days old, duly authenticated by the official having custody of the jurisdiction under the law of which it is organized. (A photocopy is not acceptable if the certificate is in foreign language or translation of the certificate under oath of the translator must be submitted.)

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anguage a

11. Nature of business or purpose to be conducted or promoted in Florida:

FINANCE CONSULTING

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.)

MIGUEL A. MARTIN

Typed or printed name of signee

FILED
03 MAY -5 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

MR CONSULTING LLC

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

FATOS ROSENBERG
(Name)

6491 ALLISON ROAD
Florida street address (P.O. Box NOT ACCEPTABLE)

MIAMI, FLORIDA 33141
(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)

FILED
03 MAY -5 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

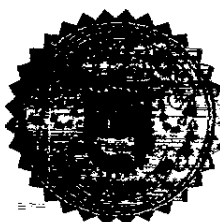
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MR CONSULTING 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 TWENTY-FOURTH DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MR CONSULTING LLC" WAS FORMED ON THE SEVENTEENTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

FILED
03 MAY -5 PM 1:00
SECRETARY OF STATE
HARRIET SMITH WINDSOR
DELAWARE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3580756 8300

AUTHENTICATION: 2381485

030266513

DATE: 04-24-03