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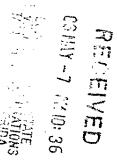
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CORPDIRECT AGENTS, INC. (formerly CCRS) 103 N. MERIDIAN STREET, LOWER LEVEL TALLAHASSEE, FL 32301 222-1173 , FILING COVER SHEET ACCT. #FCA-14 **CONTACT:** CINDY DATE: <u>5-7-</u>03 **REF. #:** 0837.15072 CORP. NAME: WATERFRONT PROPERTIES OF DBS, LLC () ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION () TRADEMARK/SERVICE MARK () FICTITIOUS NAME () ANNUAL REPORT (X) FOREIGN QUALIFICATION () LIMITED PARTNERSHIP () LIMITED LIABILITY () MERGER () WITHDRAWAL () REINSTATEMENT () CERTIFICATE OF CANCELLATION () OTHER: STATE FEES PREPAID WITH CHECK# 505/88 FOR \$ 155.00 AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: COST LIMIT: \$_____ PLEASE RETURN:

() CERTIFICATE OF GOOD STANDING

() PLAIN STAMPED COPY

Examiner's Initials

(X) CERTIFIED COPY

() CERTIFICATE OF STATUS

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

N COMPLIANCE WITH SECTION 008:303, FLORIDA IMITED LIABILITY COMPANY TO TRANSACT BUSINE	SS IN THE STATE OF FLORIDA:
WATERFRONT PROPERTIES OF DE	3S, LLC
(Name of	Foreign limited liability company)
NEW YORK	3. 02-0606721
(Jurisdiction under the law of which foreign limited I company is organized)	liability (FEI number, if applicable)
05/20/2002	5. Perpetual
(Date of Organization)	5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")
April 17, 2003	
(Date first transacted business in Flo	rida. (See sections 608.501, 608.502, and 817.155, F.S.)
302 Washington Avenue Ext.	
Albany NY 12203	
(Stree	t address of principal office)
. If limited liability company is a manager-m	nanaged company, check here
The name and usual business addresses of	the managing members or managers are as follows:
Donald R. Led Duke, Member	JOHN K. SULLIVAN, GENERAL MANNES
302 Washington Avenue Extension	302 WASHINGTON Avent Extension
Albany NY 12203	JOHN K. SULLIVAN, GENERAR MANNES 302 WASHINGTON AVENT EXTENSION ALBANY NY 12203
· · · · · · · · · · · · · · · · · · ·	re than 90 days old, duly authenticated by the official having custody of record. (A photocopy is not acceptable. If the certificate is in a foreign language, a or must be submitted.)
1. Nature of business or purposes to be cond	fucted or promoted in Florida: The company may
engage in any lawful act or activity for	which limited liability companies may be organized.
(In accordance with section 608 an affirmation under the penalt	or an authorized representative of a member. 8.408(3), F.S., the execution of this document constitutes ties of perjury that the facts stated herein are true.) Toha K. Sullivan
	r 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.

WATERFRO	NT PROPERTIES	S OF DBS, LLC.	
2. The name an	nd the Florida street	address of the registered agent and office are:	
	CFRA, LLC,		10000
		(Name)	- 1500 P
777 S. HARBOUR ISLAND BLVD., 5TH FLOOR		THE THE THE	
Florida street address (P.O. Box NOT ACCEPTABLE)			
	TAMPA	FL 33602	7 W
		(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)

Leane

1. The name of the Limited Liability Company is:

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

State of New York Department of State

I hereby certify, that WATERFRONT PROPERTIES, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 05/20/2002, and that the Limited Liability Company is subsisting so far as shown by the records of the Department. I further certify the following:

A certificate changing name to WATERFRONT PROPERTIES OF DBS, LLC was filed on 06/10/2002.

An Affidavit of Publication of WATERFRONT PROPERTIES OF DBS, LLC was filed on 08/13/2002.

An Affidavit of Publication of WATERFRONT PROPERTIES OF DBS, LLC was filed on 08/13/2002.

I further certify, that no other documents have been filed by such Limited Liability Company.

OF NEW OF STATE OF ST

Witness my hand and the official seal of the Department of State at the City of Albany, this 09th day of April two thousand and three.

Secretary of State

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