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DEPARTMENT OF STATE FILING COVER SHEET

Date:	6/19/03	
Requestor Name:	Carlton Fields	Sky Sky
Address:	Post Office Box 190 Tallahassee, Florida 32302	
Telephone:	(850) 224-1585	PA 12: 45
Contact Name:	Kim Pullen, CLA (x261)	STA 5
Corporation Name:	New Plan of	f Panama, UC
Entity Number:		
Authorization:	Kin Pu	lle
Certified Copy	X Plain Copy Judgment Lier	Certificate of Status
) Call When Ready	(✓) Call if Problem	(✓)Walk In

√	NEW FILINGS/OTHER FILINGS	1	AMENDMENTS/REGISTRATION/ QUALIFICATION
	PROFIT		AMENDMENT
	NONPROFIT		RESIGNATION OF R.A., OFFICER/DIRECTOR
X	LIMITED LIABILITY		CHANGE OF REGISTERED AGENT
	DOMESTICATION		DISSOLUTION/WITHDRAWAL
	OTHER		MERGER
	ANNUAL REPORT		FOREIGN CORPORATION
	FICTITIOUS NAME		LIMITED PARTNERSHIP
	NAME RESERVATION		REINSTATEMENT
			TRADEMARK
			OTHER

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Client: 45141

Matter: 13982

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: New Plan of Panama, LLC (Name of foreign limited liability company) Delaware (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable company is organized) perpetual
(Duration: Year limited liability company will exist or "perpetual") 6/16/2003 (Date of Organization) (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 7. 1120 Avenue of the Americas New York, NY 10036 (Street address of principal office) 8. If limited liability company is a manager-managed company, check here \[\textbf{x} \] 9. The name and usual business addresses of the managing members or managers are as follows: Steven F. Siegel Glenn J. Rufrano 1120 Avenue of the Americas 1120 Avenue of the Americas New York, NY 10036 New York, NY 10036 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: real estate investment

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.)

Steven F. Siegel

Typed or printed pane 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:

New Plan of Panama, LLC

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

Fischette, Owen, Held & McBurney (c/o R. Joseph Dill)
(Name)

1301 Riverplace Bvd., Ste. 1916

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

Jacksonville FL 32207

(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.

(Sign ture)

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW PLAN OF PANAMA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JUNE, A.D. 2003.

AUTHENTICATION: 2477261

DATE: 06-17-03

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