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Florida Department of State
Division of Corporations
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03 OCT -2 AM 7:50
DIVISION OF CORPORATION

FOREIGN LIMITED LIABILITY COMPANY

Gallows Financial, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
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10-2-03

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. GALLOWS FINANCIAL, LLC
(Name of foreign limited liability company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 300076648
(FEI number, if applicable)
- 4. May 14, 2002
(Date of Organization)
- 5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. February 12, 2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 625 Main Street, Suite 103
Windermere, FL 34786
(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:

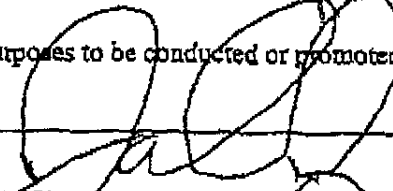
James Cohen Jr. 625 Main Street, Suite 103 Windermere, FL 34786

Patricia Ann Cohen 625 Main Street, Suite 103 Windermere, FL 34786

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:

Restaurant Sales


Signature of a member or an authorized representative of a member.
(In accordance with section 608.403(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

James Cohen Jr.

Typed or printed name of signee

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08 OCT -2 AM 11:52
STATE OF FLORIDA
TALLAHASSEE

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:

GALLOWS FINANCIAL, LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

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

Plantation,

FL

33324

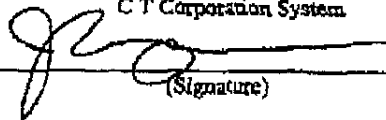
(City/State/Zip)

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STATE OF FLORIDA
SECRETARY OF STATE

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.

C T Corporation System

By:


(Signature)

James A. Bordonaro
Assistant Secretary

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

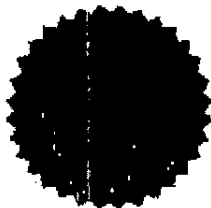
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GALLOWS FINANCIAL, 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 OCTOBER, A.D. 2003.

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



3525574 8300

030633081

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2666246

DATE: 10-01-03