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SECULARY OF SIME

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MEMORANDUM

TO:

REGISTRATION SECTION DIVISION OF CORPORATIONS

FROM:

MKAR HOLDINGS

SUBJECT:

APPLICATION BY FOREIGN LLC FOR AUTHORIZATION TO TRANSACT BUSINESS IN

FLORIDA

DATE:

2/19/2004

CC:

Please find enclose:

- 1) Check for \$125.00 (\$100 Filing Fee for Application & \$25 Designation of Registered Agent)
- 2) Certificate of designation of registered agent
- 3) Application by foreign limited liability company for authorization to transact business in Florida
- 4) Certificate of Existence with Status in Good Standing from the Secretary of State of Nevada

Please mail the letter of acknowledgement to:

MKAR Holdings LLC

c/o Aaron Rotenberg

255 Evernia Street

Apt. 923

West Palm Beach, FL

33401

SECRETARY OF STATE

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: · MKAR HOLDINGS LLC (Name of foreign limited liability company) Nevada (FEI number, if applicable) (Jurisdiction under the law of which foreign limited liability company is organized) June 17th, 2003 (Duration: Year limited liability company will cease to exist or "perpetual") (Date of Organization) 6. Sales have not commenced at this point in time
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 255 Evernia Street, West Palm Beach FL 33401 Apt. 923 (Street address of principal office) 8. If limited liability company is a manager-managed company, check here V 9. The name and usual business addresses of the managing members or managers are as follows: James Wieger: 5185 North Bay Road, Miami, FL 33140 Brett Orlove: 2000 L Street, NW, Suite 675, Washington, DC. 20036 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: Sale & Rental of Massage Beds 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.)

Typed or printed name of signee

Aaron Rotenberg

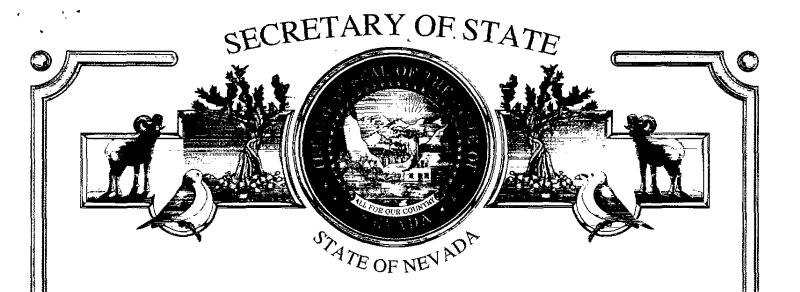
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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	f the Limited Liability Company is:	
MK/	AR HOLDINGS	
2. The name as	nd the Florida street address of the registered agent and office are:	
	Aaron Rotenberg	E SE
	(Name)	
	255 Evernia Street, A. S.	2n ASSE
	Florida street address (P.O. Box NOT ACCEPTABLE)	
	West Palm Beach FL 33401	OH FEB 20 PM 11: 21 SECHETARY OF STATE TALLAHASSEE, FLORIDA
	(City/State/Zip)	. ,
liability compan registered agent statutes relating	med as registered agent and to accept service of process for the above so by at the place designated in this certificate, I hereby accept the appointn thand agree to act in this capacity. I further agree to comply with the pro- to the proper and complete performance of my duties, and I am familian ations of my position as registered agent as provided for in Chapter 608	nent as ovisions of all r with and
· · · · · · · · · · · · · · · · · · ·	(Signature)	
	\$ 100.00 Filing Fee for Application	

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional) \$ 5.00 Certificate of Status (optional)



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **MKAR HOLDINGS, LLC**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 17, 2003, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on February 9, 2004.

DEAN HELLER

Secretary of State

San Hellen

Certification Clerk