

m04000002018

Division of Corporations

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000113020 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)205-0383

From: Account Name : UCC FILING & SEARCH SERVICES, INC.  
Account Number : I19980000054  
Phone : (850)681-6528  
Fax Number : (850)681-6011

**File 1st**

RECEIVED

04 MAY 25 PM 4:13

DIVISION OF CORPORATION

2004 MAY 25 A 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**FOREIGN LIMITED LIABILITY COMPANY**

**Briarcliff Capital Management Group LLC**

Certificate of Status	0
Certified Copy	0
Page Count	034
Estimated Charge	\$125.00

Name Availability	OK
Document Examined	DCC
Updater	Electronic Filing Menu
Updater	DCC
Updater	DCC
Updater	DCC

Electronic Filing Menu Corporate Filing Public Access Help

**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. BRIARCLIFF CAPITAL MANAGEMENT GROUP, LLC  
(Name of foreign limited liability company)
- 2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 20-1073665  
(FBI number, if applicable)
- 4. April 29, 2004  
(Date of Organization)
- 5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. April 29, 2004  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.153, F.S.))
- 7. 1800 Corporate Boulevard, Suite 303, Boca Raton, Florida 33431  
(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:

Jack Spiegelman 1800 Corporate Boulevard, Suite 303, Boca Raton, Florida 33431

Warren Shore 1800 Corporate Boulevard, Suite 303, Boca Raton, Florida 33431

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: The transaction of any or all lawful business for which Limited Liability Companies can be formed under the Florida Statutes.

Jack Spiegelman  
 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.)

Jack Spiegelman, Managing Member

Typed or printed name of signee

FILED  
 2004 MAY 25 A 03  
 SECRETARY OF STATE  
 TALLAHASSEE, FL

**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:

BRIARCLIFF CAPITAL MANAGEMENT GROUP, LLC

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

NRAI Services, Inc.  
 (Name)

526 E. Park Avenue  
 Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301  
 (City/State/Zip)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2004 MAY 25 A 10:03

FILED

*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.*

Michael Dona  
(Signature)

- \$ 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*

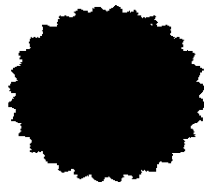
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRIARCLIFF CAPITAL MANAGEMENT GROUP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRIARCLIFF CAPITAL MANAGEMENT GROUP, LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF APRIL, A.D. 2004.

2004 MAY 25 A 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



3797155 8300

040386990

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3132557

DATE: 05-25-04