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#### TRANSMITTAL LETTER

in

TO: Registration Section Division of Corporations
SUBJECT: C+A PROPERTIES LLC (Name of Limited Liability Company)
The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida
Please return all correspondence concerning this matter to the following:
(Name of Person)
G+A PROPERTIES LLC. (Firm/Company)
PO Box 15C (Address)
Syracus: Ny 1320 6 (City/State and Zip Code)  For further information concerning this matter, please call:
(Name of Person) at (315) 432-9282 (Name of Person) (Area Code & Daytime Telephone Number)
STREET ADDRESS:  Registration Section  Division of Corporations  409 E. Gaines Street  MAILING ADDRESS:  Registration Section  Division of Corporations  P.O. Box 6327

Tallahassee, Florida 32314

Tallahassee, Florida 32399

Enclosed is a check for the following amount:

#### 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: (Name of Foreign Limited Liability Company) (Jurisdiction under the law company is organized) (Duration: Year limited liability company will cease to exist or "perpetual") Date of Organization) (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability) 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 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: MANAGEMENT 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

### 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:

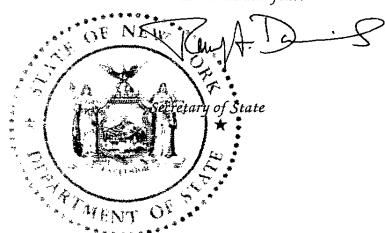
C+A PROPERTIES LLC.	
2. The name and the Florida street address of the registered agent and office are:	
KDF MANAGEMENT (Name)	
Florida Street Address (P.O. Box NOT ACCEPTABLE)	÷
ORANGE PARK FL 32073 City/State/Zip	
Having been named as registered agent and to accept service of process for the above staliability company at the place designated in this certificate, I hereby accept the appointme agent and agree to act in this capacity. I further agree to comply with the provisions of alrelating to the proper and complete performance of my duties, and I am familiar with and obligations of my position as registered agent as provided for in Chapter 608, Florida Sta	ent as registered Il statutes 'accept the

\$ 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 G & A PROPERTIES, L.L.C. a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 03/05/1998, and that the Limited Liability Company is subsisting so far as shown by the records of the Department.

Witness my hand and the official seal of the Department of State at the City of Albany, this 23rd day of August two thousand and four.



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