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[Handwritten signature]



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 890816 4809298

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 125.00

FILED
04 SEP 21 PM 2:06
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

ORDER DATE : September 17, 2004

ORDER TIME : 12:21 PM

ORDER NO. : 890816-005

CUSTOMER NO: 4809298

CUSTOMER: Ms. Beatrice Kwok
Riker, Danzig, Scherer,
Po Box 1981

Morristown, NJ 07962

FOREIGN FILINGS

NAME: GDC SMG, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

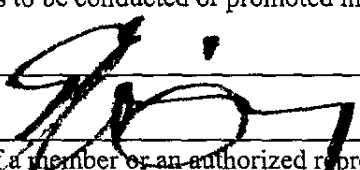
CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. GDC SMG, LLC
(Name of Foreign Limited Liability Company)
2. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-3061739
(FEI number, if applicable)
4. December 30, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. SMG Associates (Fl. registration number G97184000020 and EIN 13-3061739)
converted into GDC SMG, LLC in New York
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 245 Saw Mill River Road
Hawthorne, NY 10532
(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:
Martin Ginsburg - c/o Ginsburg Development Company, 245 Saw Mill River Road,
Hawthorne, New York 10532; Samuel Ginsburg - c/o Ginsburg Development Company,
245 Saw Mill River Road, Hawthorne, New York 10532
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: apartment owner


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.)

SAMUEL GINSBURG

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:

GDC SMG, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

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, Florida Statutes.

By:

Deborah D. Skipper
(Signature)

Deborah D. Skipper
Asst. V. Pres.

\$ 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 } ss:**

I hereby certify, that GDC SMG, LLC a NEW YORK Limited Liability Company filed a Certificate of Conversion pursuant to the Limited Liability Company Law on 12/30/2003, 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 16th day of September
two thousand and four.*

A handwritten signature in black ink, appearing to read "R. A. DeSantis", is written over a horizontal line.

Secretary of State