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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

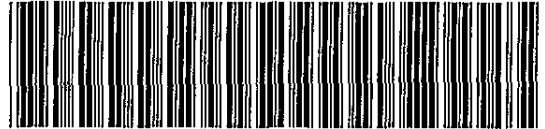
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 OCT -5 AM 9:15

FILED

DEFINITION OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01, OCT -5 PM 4:14

RECEIVED



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 914340 4309411
AUTHORIZATION :
COST LIMIT : \$ 125.00

04 OCT -5 AM 9:15
FILED
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

Patricia H. [Signature]

ORDER DATE : October 5, 2004
ORDER TIME : 4:0 PM
ORDER NO. : 914340-005
CUSTOMER NO: 4309411
CUSTOMER: Scott M. Miller, Esq.
Gusrae Kaplan & Bruno
11th Floor
120 Wall Street
New York, NY 10005

FOREIGN FILINGS

NAME: ROYAL PALMS MANAGEMENT LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Justin Cheshire -- EXT# 2909

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:

FILED
OCT -5 AM 9:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

1. ROYAL PALMS MANAGEMENT LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Pending
(FEI number, if applicable)
4. September 29, 2004
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 1522 Hermitage Lane
Cape Coral, Florida 33914
(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:
Russell R. Harris - Manager - 1522 Hermitage Lane, Cape Coral, FL 33914

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: to conduct any type of business permitted under the Florida Limited Liability Company Law

/s/ Russell R. Harris
Signature of a member or an authorized representative of a member
(In accordance with section 608.408(3), FS., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Russell R. Harris, Manager
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:

ROYAL PALMS MANAGEMENT LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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. 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.

Corporation Service Company

By: 

(Signature)

Brian Courtney
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)

OCT. 5. 2004 4:00PM

NO. 7090 P. 2/3

Delaware

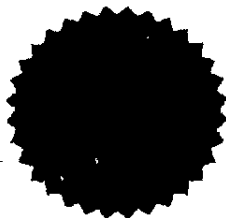
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROYAL PALMS, 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 FIFTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROYAL PALMS, LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 1998.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2863872 8300

AUTHENTICATION: 3393209

040719755

DATE: 10-05-04