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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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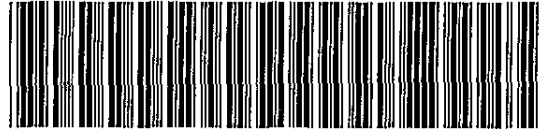
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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04 OCT -5 AM 9:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

04 OCT -5 PM 4:14

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*



CORPORATION SERVICE COMPANY\*

ACCOUNT NO. : 072100000032

REFERENCE : 914340 4309411

AUTHORIZATION :

COST LIMIT : \$ 125.00

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

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

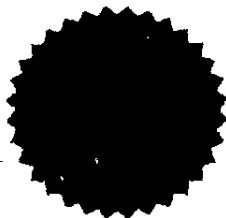
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*The First State*

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