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2004 NOV 15 10:54 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
November 10, 2004

CERTIFIED MAIL RETURN RECEIPT REQUESTED

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: NBE, LLC

Dear Sir/Madam:

Enclosed you will find the following documents relative to the registration of the above-named limited liability company in Florida:

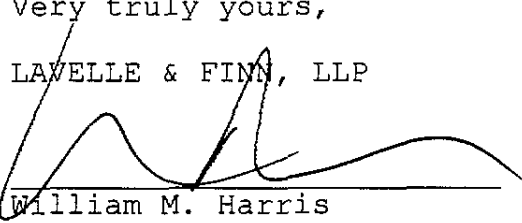
1. Transmittal Letter;
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, in duplicate;
3. Certificate of Designation of Registered Agent/Registered Office, in duplicate; and
4. Original Certificate of Legal Existence from New York State Department of State.

Also enclosed is our check in the amount of \$130.00 for your fee.

Very truly yours,

LAVELLE & FINN, LLP

By:


William M. Harris

Enclosure

WMH/ser

cc: Kevin A. Smith
Frederic W. Smith, III

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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: NBE, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in 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:

Martin S. Finn, Esq.
(Name of Person)

Lavelle & Finn, LLP
(Firm/Company)

29 British American Boulevard
(Address)

Latham, NY 12110
(City/State and Zip Code)

For further information concerning this matter, please call:

Susan E. Robeck at (518) 869-6227
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

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

FILED

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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. NBE, LLC
(Name of foreign limited liability company)

2. New York 3. 51-0429242
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 09/05/2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 23 Kensington Place
Albany NY 12209
(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:

<u>Kevin A Smith</u>	<u>23 Kensington Place</u>	<u>Albany</u>	<u>NY</u>	<u>12209</u>
<u>Frederic W. Smith, III</u>	<u>23 Kensington Place</u>	<u>Albany</u>	<u>NY</u>	<u>12209</u>
<u>Trust Created Under Article Third</u>				
<u>of the Will of Penelope B. Smith</u>	<u>23 Kensington Place</u>	<u>Albany</u>	<u>NY</u>	<u>12209</u>

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:
Holding Real Estate and any lawful act or activities permitted under the laws of the state of Florida.

Kevin A Smith
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.)
Kevin A. Smith, Member
Typed or printed name of signee

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TRANSACT BUSINESS IN FLORIDA**

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Kevin A Smith
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.)
Kevin A. Smith, Member
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

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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:

NBE, LLC

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

National Corporate Research, Ltd., Inc.

(Name)

103 N. Meridian 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.



(Signature)

\$ 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 NBE, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 09/05/2002, 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 15th day of October
two thousand and four.*

A handwritten signature in black ink, appearing to read "Kenneth A. Denis".

Secretary of State