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CORPORATIONS
TALLAHASSEE, FLORIDA

W04-47407
J. BRYAN DEC 29 2004

J. BRYAN JAN - 7 2005

LAW OFFICES
CYPEN & CYPEN
825 ARTHUR GODFREY ROAD
P.O. BOX 402099
MIAMI BEACH, FLORIDA 33140-0099
www.cypen.com

FACSIMILE: 305.535.0050

MIAMI: 305.532.3200
BROWARD: 954.522.3200

December 17, 2004

Registration Section
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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2005 JAN -7 PM 2:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Maximillian Advisors LLC, a New
York Limited Liability Company

Gentlemen:

With reference to the above Limited Liability company, enclosed are the following:

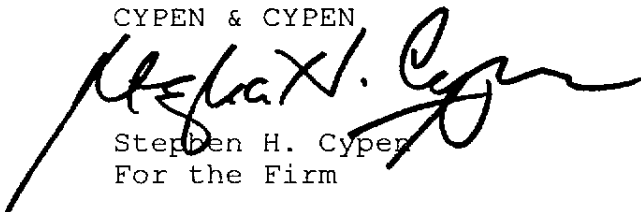
1. Certificate of Existence from the State of New York dated December 9, 2004.
2. Our check in the amount of \$130.00, to cover the cost of Filing Fee for Application, Designation of Registered Agent and Certificate of Status.
3. Transmittal letter.
4. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
5. Certificate of Designation of Registered Agent.

If you require anything further, please advise.

Thank you in advance for your usual cooperation.

Cordially yours,

CYPEN & CYPEN


Stephen H. Cypen
For the Firm

SHC:jes
Enclosures

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Maximilian Advisors LLC
(Name of Limited Liability Company)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

SCOTT KAPLAN
(Name of Person)

MAXIMILIAN ADVISORS LLC
(Firm/Company)

1000 VESPER WAY #608
(Address)

MIAMI, FL 33139
(City/State and Zip Code)

For further information concerning this matter, please call:

SCOTT KAPLAN at (917) 607-0092
(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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 29, 2004

STEPHEN H. CYPEN
CYPEN & CYPEN
825 ARTHUR GODFREY ROAD
MIAMI BEACH, FL 33140-0099

SUBJECT: MAXIMILLIAN ADVISORS LLC
Ref. Number: W04000047407

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for MAXIMILLIAN ADVISORS LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 604A00071901

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

1. MAXEMELIAN ADIDAS LLC
(Name of Foreign Limited Liability Company)
2. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 02-0553156
(FEI number, if applicable)
4. 2/19/02
(Date of Organization)
5. perpetual
(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. 1000 Venetian Way #608
MIAMI FL 33139
(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:
Scott Kaplan
1000 Venetian Way, #608
Miami, FL 33139

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: Financial
consultant to businesses

SK
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.)
Scott Kaplan, President
Typed or printed name of signee

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JULIUS ROSENBERG CORPORATIONS
TALLAHASSEE, FLORIDA

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:

MAXIMILLIAN ADVISORS LLC

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

STEPHEN H. CYPEN, ESQ.

(Name)

825 ARTHUR GODFREY ROAD, SECOND FLOOR

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

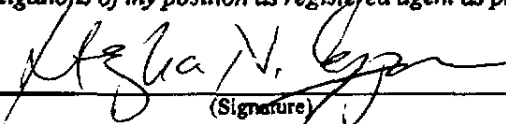
MIAMI BEACH

FL

33140

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 | **ss:**
Department of State

I hereby certify, that MAXIMILLIAN ADVISORS LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 02/19/2002, and that the Limited Liability Company is existing so far as shown by the records of the Department.

The Biennial Statement is past due.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 09th day of December
two thousand and four.*



Secretary of State

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TALLAHASSEE, FLORIDA