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(City/State/Zip/Phone #)

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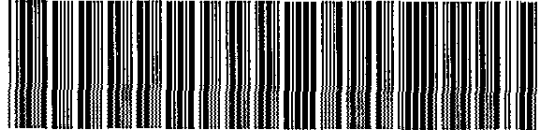
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 297253 4301763

AUTHORIZATION : *Patricia Pijte*

COST LIMIT : \$ 125.00

FILED
05 APR -5 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 5, 2005

ORDER TIME : 2:58 PM

ORDER NO. : 297253-005

CUSTOMER NO: 4301763

CUSTOMER: Ms. Anna Cerda
Troutman Sanders LLP
405 Lexington Avenue
The Chrysler Building
New York, NY 10174

FOREIGN FILINGS

NAME: JAZ CAPITAL MANAGEMENT, 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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA

- 1 Jaz Capital Management, LLC
(Name of Foreign Limited Liability Company)
- 2 Delaware 3. 20-2523426
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
- 4 November 15, 2004 5 Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
- 6 _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
- 7 405 Lexington Avenue, The Chrysler Building
New York, NY 10174
(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 Weisberg, Managing Member

405 Lexington Avenue, The Chrysler Building

New York, NY 10174

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: Any and all lawful
act or activities.

Mart E Weisberg
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.)

Martin Weisberg

Typed or printed name of signee

05 APR -5 AM 8:48
FILED
TALLAHASSEE, FLORIDA
STATE

**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:

Jaz Capital Management, 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.

Corporation Service Company

By:

Carla Lohi

(Signature)

Carla Lohi
Asst. Vice President

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

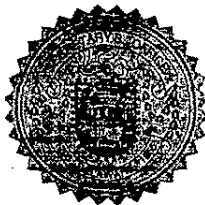
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JAZ CAPITAL MANAGEMENT, 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 APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "JAZ CAPITAL MANAGEMENT, LLC" WAS FORMED ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 2004.

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



3881244 8300

050274144

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3789916

DATE: 04-05-05