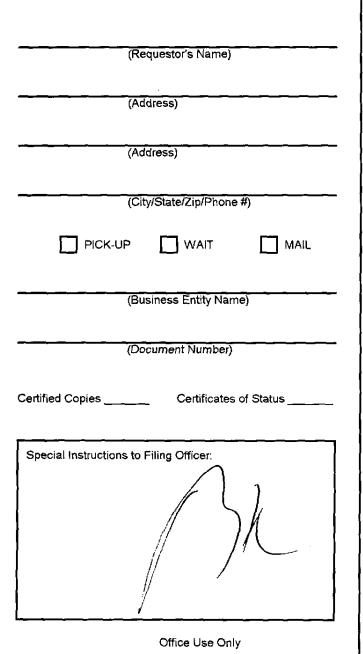
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ATION SERVICE COMPANY.

ACCOUNT NO. :

072100000032

REFERENCE

325105

4301770

AUTHORIZATION ~

COST LIMIT

ORDER DATE: April 20, 2005

ORDER TIME : 2:40 PM

ORDER NO. : 325105-005

CUSTOMER NO:

4301770

CUSTOMER: Kathy Mccomb

Patterson, Belknap, Webb & 1133 Avenue Of The Americas

New York, NY 10036-6710

FOREIGN FILINGS

NAME:

THE INTERNATIONAL CAR SHOWS

COMPANY, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_ CERTIFIED COPY

\_\_\_\_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 29400

EXAMINER:

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:
IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A POREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:
1. The International Car Shows Company, LLC (Name of Foreign Limited Liability Company)
2. Delaware  (Jurisdiction under the law of which foreign limited liability company is organized)  3. 20-1901242  (FEI number, if applicable)
4. November 8, 2004  (Date of Organization)  5. Perpetual  (Duration: Year limited liability company will cease to cxist or "perpetual")
6. January 23, 2005  (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. The International Car Shows Company, LLC, The Palm Beach International
11924 Forest Hill Blvd., Suite 22-279, West Palm Beach, FL 33414  (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:  Sole Member: Andrew Carduner, 895 Chestnut Ridge Road, Millbrook, NY 12545
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: operation of
car shows
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.)
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:			
The International Car Shows Company, LLC			
2. The name as	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 Brian Courtney

(Signature) 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)

## Delaware

PAGE 1

## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE INTERNATIONAL CAR SHOWS COMPANY, 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 TWENTIETH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE INTERNATIONAL CAR SHOWS COMPANY, LLC" WAS FORMED ON THE EIGHTH DAY OF NOVEMBER, A.D. 2004.

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

Warriet Smith Windson, Secretary of State

AUTHENTICATION: 3824003

DATE: 04-20-05

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