

M05000002461

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

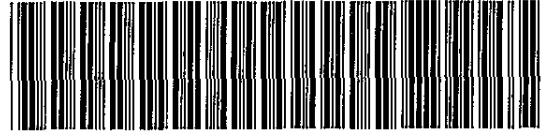
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ZONI GROUP UK, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in

Pick up time 2.00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

FROM : ZONI-GROUP-NY -- --
MAY-05-2005-THU 03:45 PM

FAX NO. :

May. 05 2005 02:48AM P2
P. 002/002

FILED
05 MAY 10 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

1. ZONI GROUP - UK, LLC
(Name of Foreign Limited Liability Company)

2. STATE OF DELAWARE 3. 06-1746188
(Jurisdiction under the law of which foreign limited liability company is organized) (F.E. number, if applicable)

4. JANUARY 29, 2003 5. PERPETUAL DURATION
(Date of Organization) (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. 315 - Fifth Avenue, 5th floor
New York, NY 10018
(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:
ZOILLO G. NIETO
315 - FIFTH AVENUE, 5th floor
New York, NY 10018

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: All lawful business permitted
under the Laws of the State of Florida

ZOILLO G. NIETO
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.)
ZOILLO G. NIETO
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:

ZONI GROUP - UK, LLC

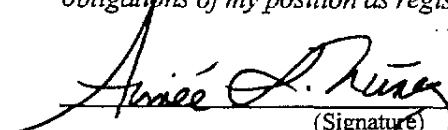
2. The name and the Florida street address of the registered agent and office are:

AIMEE L. NUNEZ
MARQUEZ & MARCELO-ROBAINA, P.A.
(Name)

6303 BLUE LAGOON DRIVE - SUITE 390
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

MIAMI FL 33126-6005
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)
AIMEE L. NUNEZ
FOR THE FIRM

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

Delaware

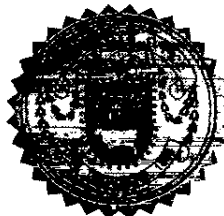
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZONI GROUP-UK, 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 MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ZONI GROUP-UK, LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 2003.

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



3619532 8300

050366233

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3860784

DATE: 05-05-05