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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

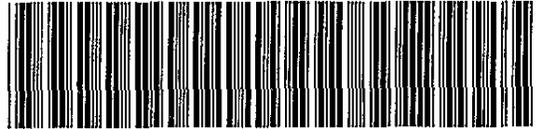
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Magnan Graizzaro & Associates CPA's, 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:

Louis D. Magnan

(Name of Person)

Magnan Graizzaro & Associates CPA's, LLC

(Firm/Company)

120 Wall Street, 30th Floor

(Address)

New York, NY 10005

(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Louis D. Magnan

(Name of Person)

at (212) 952-5000

(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**

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. Magnan Graizzaro & Associates CPAs, LLC
(Name of Foreign Limited Liability Company)

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

4. April 26, 2000 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. 120 Wall Street, 30th Floor
New York, NY 10005
(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:

Louis D. Magnan, 120 Wall St., 30th Fl., New York, NY, 10005

Bruno J. Graizzaro, 87 Summer St., 5th Fl., Boston, MA 02110

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: forensic
accountants

Louis D. Magnan

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)

Louis D. Magnan

Typed or printed name of signee

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**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:

Magnan Graizzaro & Associates CPA's, LLC

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

Robert Freely

(Name)

4957 Lake Valencia Blvd. East

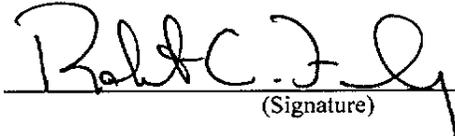
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Palm Harbor

FL 34684

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)

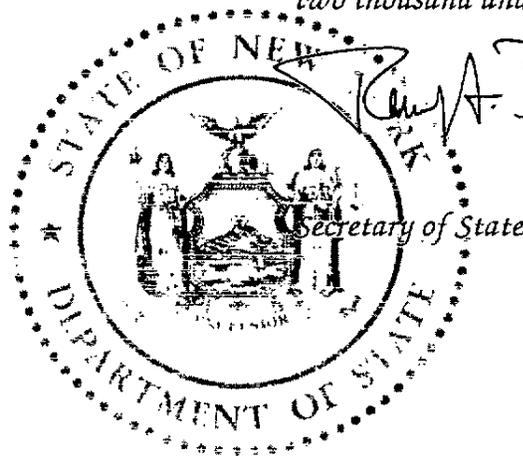
\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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TALLAHASSEE, FLORIDA

State of New York | **ss:**
Department of State

I hereby certify, that MAGNAN GRAIZZARO & ASSOCIATES CPAS, LLC a NEW YORK Professional Service Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 04/26/2000, and that Professional Service Limited Liability Company is existing 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 29th day of April
two thousand and five.*



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