

From:

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07/20/2005 16:10 #135 P.001/006

Division of Corporations

Page 1 of

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FOREIGN LIMITED LIABILITY COMPANY

ROSA MEXICANO MIAMI LLC

Certificate of Status	0
Certified Copy	1
Page Count	0.5
Estimated Charge	\$155.00

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From:

07/20/2005 16:11 #135 P.002/006

JUL-20-2005 15:25

OGFRW LLP

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**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. ROSA MEXICANO MIAMI LLC  
(Name of foreign limited liability company)
- 2. DELAWARE 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
- 4. 08/24/2004 5. \_\_\_\_\_  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
- 6. January 1, 2006  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

- 7. c/o Rosa Mexicano Holdings, 846 Seventh Avenue, 4th Floor  
New York NY 10019  
(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:  
Rosa Mexicano Holdings 846 Seventh Avenue, 4th Floor New York NY 10019  
\_\_\_\_\_  
\_\_\_\_\_

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:

Food service.

*Mohit Bhansali, authorized representative*  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.402(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
MOHIT BHANSALI  
Typed or printed name of signer

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From:

07/20/2005 16:11 #135 P.003/006

JUL-20-2005 15:26

DGFRW LLP

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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:

**ROSA MEXICANO MIAMI LLC**

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

**National Corporate Research, Ltd., Inc.**

(Name)

**515 East Park Avenue**

Florida street address (P.O. Box NOT ACCEPTABLE)

**Tallahassee**

**FL**

**32301**

(City/State/Zip)

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*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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07/20/2005 16:13 #135 P.006/006

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# Delaware

PAGE 1

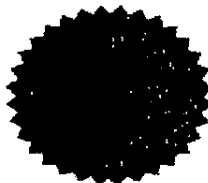
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROSA MEXICANO MIAMI 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 JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROSA MEXICANO MIAMI LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2004.

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

3846232 8300  
050599877



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4034792

DATE: 07-20-05

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