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TALLAHASSEE, FLORIDA

7/27/05  
Requestor's Name Terminello & Terminello  
Address 2700 SW 37th Avenue  
Miami, FL 33133  
City State ZIP Phone

CORPORATION(S) NAME

IMNY, Florida, LLC

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> Profit                    | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                      |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                        |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input checked="" type="checkbox"/> Other <b>LLC</b> |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent  |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal      |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                  |
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TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** IMNY, Florida, 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:

Johana De La Rosa, Licensing Administrator

(Name of Person)

Terminello & Terminello, P.A.

(Firm/Company)

2700 SW 37th Avenue

(Address)

Miami, FL 33133

(City/State and Zip Code)

For further information concerning this matter, please call:

Johana De La Rosa

(Name of Person)

at ( 305 ) 444-5002

(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

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05 JUL 29 PM 12:24  
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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. IMNY, FLORIDA, LLC.  
(Name of Foreign Limited Liability Company)
2. Delaware 3. 20-2919385  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. May 23, 2005 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. October 15, 2005  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 136 E. 57th Street 13th Floor  
New York, NY 10022  
(Street Address of Principal Office)

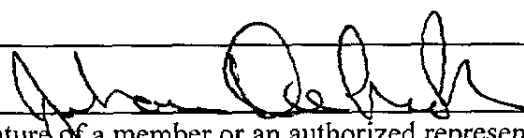
8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

<u>Gerald Katzoff, Managing Member</u>	<u>Brian Galligan, Managing Member</u>
<u>136 E. 57th St. 13th Floor</u>	<u>136 E. 57th St. 13th Floor</u>
<u>New York, NY 10022</u>	<u>New York, NY 10022</u>

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 Lawful Activity

  
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.)

Johana De La Rosa, Authorized Representative of a member  
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:

IMNY, FLORIDA, LLC.

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

Louis J. Terminello, Esq. TERMINELLO & TERMINELLO, P.A.

(Name)

2700 SW 37th Avenue

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

Miami, FL 33133

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)

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "IMNY, FLORIDA, LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF MAY, A.D. 2005, AT 9:01 O'CLOCK A.M.



3973993 8100

050421178

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3897068

DATE: 05-23-05

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:01 AM 05/23/2005  
FILED 09:01 AM 05/23/2005  
SRV 050421178 - 3973993 FILE

**CERTIFICATE OF FORMATION**

**OF**

**IMNY, FLORIDA, LLC**

This Certificate of Formation of IMNY, Florida, LLC (the "LLC"), dated as of the 23<sup>rd</sup> day of May, 2005, is being duly executed and filed by the undersigned to form a limited liability company under the Delaware Limited Liability Company Act, 6 Del. C. Section 18-101, et seq.

**FIRST:** The name of the LLC formed hereby is IMNY, Florida, LLC.

**SECOND:** The address of the LLC's registered office and the name and address of the registered agent for service of process on the LLC in the State of Delaware is National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Delaware 19904

**IN WITNESS WHEREOF,** the undersigned has executed this Certificate of Formation as of the date first above written.

/s/ Brian R. Gallagher  
Brian R. Gallagher, Authorized Person

# Delaware

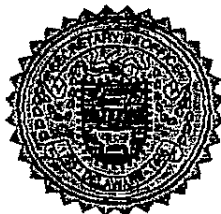
PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IMNY, FLORIDA, 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 TWENTY-SECOND DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "IMNY, FLORIDA, LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



3973993 8300

050519064

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3968809

DATE: 06-22-05