

M10500005051

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000217825 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0383
From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5926

RECEIVED

05 SEP 13 PM 3:36

DIVISION OF CORPORATION

FOREIGN LIMITED LIABILITY COMPANY

CWG Exchange LLC

| | |
|-----------------------|----------|
| Certificate of Status | 2 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$165.00 |

SECTION 607.011, F.S.
FALLING UNDER FLORIDA

05 SEP 13 AM 8:01

FILED

09/14/05

4p

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. CWG Exchange LLC
(Name of Foreign Limited Liability Company)

2. DE 3. N/A
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 9/12/05 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. 1001 Hingham Street Suite 300
Rockland, MA 02370
(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:

Member: JPM Exchange Corporation
1001 Hingham Street Suite 300
Rockland, MA 02370

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: Real Estate Ownership

Kristen M. Santos
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.)
Kristen M. Santos, Treasurer of Member
Typed or printed name of signee

FILED
SEP 13 AM 8:01
TALLAHASSEE, FLORIDA

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:

CWG Exchange LLC

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

CT Corporation System
 (Name)

1200 South Pine Island Road
 Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324
 City/State/Zip

FILED
 05 SEP 13 AM 8:01
 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE

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.

By: [Signature]
 C T Corporation System
 TRACI HOUCK
 SPECIAL ASSISTANT SECRETARY
 (Signature)

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

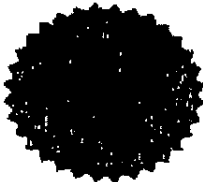
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CWG EXCHANGE 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 TWELFTH DAY OF SEPTEMBER, A.D. 2005.

FILED
05 SEP 13 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



4027816 8300

050741052

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4147607

DATE: 09-12-05