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TALLAHASSEE, FLORIDA

1005-40108  
J. BRYAN AUG 24 2005

J. BRYAN

SEP 28 2005

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\*ALSO ADMITTED CT.

Please Respond To The  
White Plains Office

August 18, 2005

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: MEG Holdings Group, LLC  
Application by Foreign Limited Liability Company

Dear Sir or Madam:

Our office represents the above referenced Limited Liability Company.

Enclosed herewith, please find a transmittal letter, application by foreign limited liability company for authorization to transact business in Florida, certificate of designation of registered agent/registered office along with a check in the amount of \$160.00 made payable to Florida Dept. of State for the above referenced matter. Said check represents payment for the filing fee, certificate of status and a certified copy of same.

Please file the above documents with your office and notify our White Plains office when same has been completed.

If you have any questions, please feel free to call me. Thank you.

Sincerely yours,

James G. Dibbini

JGD/am

Encs.

cc: George Nukho

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 24, 2005

JAMES G. DIBBINI  
DIBBINI & CACACE  
81 MAIN STREET, SUITE 205  
WHITE PLAINS, NY 10601

SUBJECT: MEG HOLDINGS GROUP, LLC  
Ref. Number: W05000040108

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2005 SEP 23 AM 11:54  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for MEG HOLDINGS GROUP, LLC and your check(s) totaling \$160.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 805A00053714

**DIBBINI & CACACE**

ATTORNEYS AT LAW

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September 18, 2005

Please Respond To The  
White Plains Office

\*ALSO ADMITTED CT.

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: MEG Holdings Group, LLC  
Application by Foreign Limited Liability Company  
Ref. Number: W05000040108

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

I am in receipt of your letter dated August 24, 2005, requesting a certificate of good standing for the above referenced LLC.

Enclosed herewith, as per your request, please find an original certificate of good standing for MEG Holdings Group, LLC issued by the State of New York Department of State.

Please proceed with our client's application by foreign limited liability company for authorization to transact business in Florida.

Please file the above document with your office and notify our White Plains office when same has been completed.

If you have any questions, please feel free to call me. Thank you.

Sincerely yours,

James G. Dibbini

JGD/bt

Encs.

cc: George Nukho

**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. MEG Holdings Group, LLC  
(Name of Foreign Limited Liability Company)

2. New York 3. 84-1688329  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. July 8, 2005 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. June 17, 2005  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. MEG Holdings Group, LLC  
66 Fanshaw Avenue, Yonkers, New York 10705  
(Street Address of Principal Office)

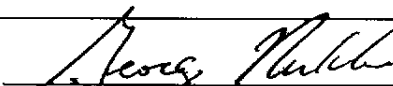
8. If limited liability company is a manager-managed company, check here ☐

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

George Nukho, 66 Fanshaw Avenue, Yonkers, New York, 10705  
\_\_\_\_\_  
\_\_\_\_\_

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

  
\_\_\_\_\_  
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.)  
George Nukho

\_\_\_\_\_  
Typed or printed name of signee

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OFFICE OF THE CLERK OF THE SUPREME COURT  
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:

MEG Holdings Group, LLC

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

MEG Holdings Group, LLC c/o George Nukho

(Name)

5929 Tarpan Garden Circle, Unit 102

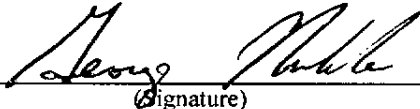
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Cape Coral

FL 33904

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

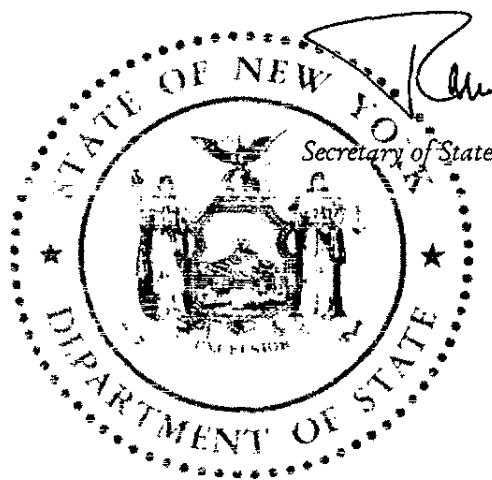
**State of New York**  
**Department of State** } ss:

I hereby certify, that MEG HOLDINGS GROUP, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 07/08/2005, and that the 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 06th day of September two  
thousand and five.*

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TALLAHASSEE, FLORIDA