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1-407-540-9484 From: Adam Kirwan

Division of Corporations

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Account Name : THE KIRWAN LAW FIRM  
Account Number : I20020000151  
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FOREIGN LIMITED LIABILITY COMPANY

CLIFFS ON THE HIGHWAY, LLC

Certificate of Status	0
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Aug 13 05 07:56 Stephen and Deborah Cliff 305 758-1888

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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. CLIFFS ON THE HIGHWAY, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 74-3057825  
(FBI number, if applicable)
4. 8/16/2005  
(Date of Organization)
5. 2050  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 617.133, F.S.))
7. 1490 NE 103rd Street  
Miami Shores, Florida 33138  
(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>Stephen J. Clifford</u>	<u>Deborah A. Clifford</u>
<u>1490 NE 103rd Street</u>	<u>1490 NE 103rd Street</u>
<u>Miami Shores, Florida 33138</u>	<u>Miami Shores, Florida 33138</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: Investment Management

All persons and entities are put on notice of the limitation on liabilities of a series as referenced in the Certificate of Formation on file with the Secretary of State for the State of Delaware and as set forth in 6 Del. C. 18-215

Deborah A. Clifford  
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.)  
Deborah A. Clifford

Typed or printed name of signer

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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:

CLIFFS ON THE HIGHWAY, LLC

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

Deborah A. Clifford

(Name)

1490 NE 103rd Street

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

Miami Shores

FL 33138

(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.*

*Deborah A. Clifford*  
(Signature)

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 34.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

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# Delaware

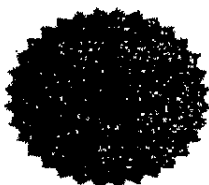
*The First State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLIFFS ON THE HIGHWAY, 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 SEVENTEENTH DAY OF AUGUST, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID "CLIFFS ON THE HIGHWAY, LLC" IS A SERIES LIMITED LIABILITY COMPANY.

FILED  
2005 SEP 29 A 9 36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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

AUTHENTICATION: 4097839

DATE: 08-17-05

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