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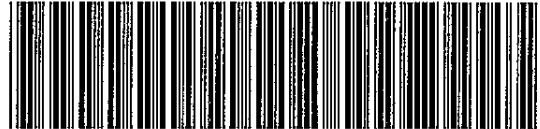
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TALLAHASSEE, FLORIDA

J. BRYAN NOV 30 2005

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Shermen Group, 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:

Nicholas C. Moore
(Name of Person)

Attorney at Law
(Firm/Company)

8 Sound Shore Drive, Suite 140
(Address)

Greenwich, CT 06830
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Nicholas C. Moore, Esq. at (203) 869-3541
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

**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. The Shermen Group, LLC
(Name of Foreign Limited Liability Company)
2. State of New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-1254094
(FEI number, if applicable)
4. September 4, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Not Applicable, has not transacted business in Florida.
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 1251 Avenue of Americas, Suite 900
New York, NY 10020
(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:

Francis P. Jenkins III., Managing Member
1251 Avenue of the Americas, Suite 900
New York, NY 10020

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: Engaging in any lawful act or activity
for which LLCs may be form under the NYS LLCL and engaging in any and all activities necessary or incidental to the foregoing.

Nicholas C. Moore
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.)

Nicholas C. Moore, Esq.
Typed or printed name of signee

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W.H. Properties, Inc.

002/008

**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:

The Sherman Group, LLC

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

Business Filings Incorporated

(Name)

1203 Governors Square Boulevard, Suite 101

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

Tallahassee,

FL 32301-2960

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.

Mary Jo Spolinger - Asst. Secretary of
(Signature)
Business Filings Incorporated

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

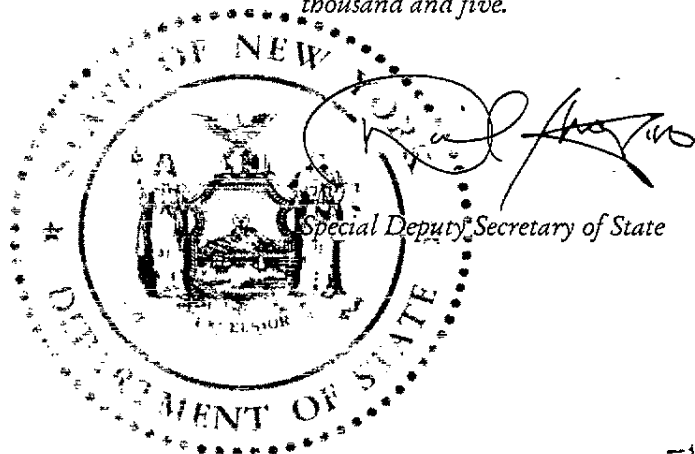
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TALLAHASSEE, FLORIDA

State of New York
Department of State } ss:

I hereby certify, that 860 LEXINGTON AVENUE, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 09/04/2003, and that the Limited Liability Company is existing so far as shown by the records of the Department.

A Certificate of Amendment 860 LEXINGTON AVENUE, LLC, changing its name to THE SHERMEN GROUP, LLC, was filed 06/03/2005.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 14th day of November two
thousand and five.*



Special Deputy Secretary of State

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