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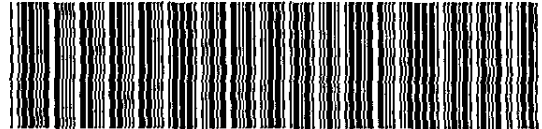
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 064374 5164717

AUTHORIZATION

Spurlockman

COST LIMIT : \$ 155.00

ORDER DATE : April 26, 2006

ORDER TIME : 1:27 PM

ORDER NO. : 064374-005

CUSTOMER NO: 5164717

FILED
2006 APR 26 PM 4:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FOREIGN FILINGS

NAME: FAIRHOLME CAPITAL MANAGMENT,
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER: _____

**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. Fairholme Capital Management, L.L.C.
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 22-3526594
(FEI number, if applicable)
4. June 13, 1997
(Date of Organization)
5. 2027
(Duration: Year limited liability company will cease to exist or "perpetual")
6. n/a
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 1001 Brickell Bay Drive, #3112, Miami, Florida 33131
(Street Address of Principal Office)

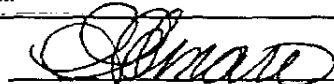
8. If limited liability company is a manager-managed company, check here ☒

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

Bruce Berkowitz, 51 JFK Parkway, Short Hills, NJ 07078

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: financial services, including investment advisement.



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.)

Mory Amaro

Typed or printed name of signee

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TALLAHASSEE
SECRETARY OF STATE
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:

Fairholme Capital Management, L.L.C.

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

SLC Corporate Services, Inc.

(Name)

1001 Brickell Bay Drive, #3112

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

Miami

FL 33131

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.

SLC Corporate Services, Inc.

By: 

(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

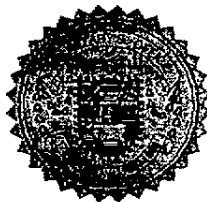
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAIRHOLME CAPITAL MANAGEMENT, L.L.C." 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-SIXTH DAY OF APRIL, A.D. 2006..

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FAIRHOLME CAPITAL MANAGEMENT, L.L.C." WAS FORMED ON THE THIRTIETH DAY OF JUNE, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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060385594

AUTHENTICATION: 4696956

DATE: 04-26-06