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(Address)

(Address)

(City/State/Zip/Phone #)

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06 JUN 12 PM 2:46  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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2006 JUN 12 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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850 222 1092 tel  
850 222 7615 fax  
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June 12, 2006

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

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2006 JUN 12 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Order #: 6661406 SO  
Customer Reference 1: CWP  
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Ivanhoe Associates, LLC (DE)  
Registration  
Florida

Ivanhoe Associates, LLC (DE)  
Cert Copy of Application for Authority-Foreign  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
Connie.Bryan@wolterskluwer.com

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** IVANHOE ASSOCIATES, 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:

THEODORE O. PROUNIS  
(Name of Person)

THEODORE O. PROUNIS, LLC  
(Firm/Company)

777 THIRD AVENUE  
(Address)

NEW YORK, NEW YORK 10017  
(City/State and Zip Code)

**FILED**  
2006 JUN 12 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

JESIKA B. THOMPSON at ( 212 ) 421-0306  
(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 608.501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:**

1. IVANHOE ASSOCIATES, LLC  
(Name of Foreign Limited Liability Company)
2. DELAWARE  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 51-2580379  
(FEI number, if applicable)
4. February 17, 2006  
(Date of Organization)
5. PERPETUAL  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. HAS NOT YET TRANSACTIONED 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. Corporation Trust Center, 1209 Orange Street  
Wilmington, New Castle County, Delaware 19801  
(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:

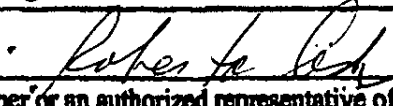
ROBERTA ASH - Member/Manager of Operations/Chief Executive Officer  
9594 Taormina St., Lake Worth, FL 33467

EUGENE ASH - Member/Manager of Financial Operations/Chief Financial Officer  
9594 Taormina St., Lake Worth, FL 33467

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: \_\_\_\_\_

Seagoing Tours & Accommodations

  
\_\_\_\_\_  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.406(3), F.S., the execution of this document constitutes  
an affirmation under the penalties of perjury that the facts stated herein are true.)

ROBERTA ASH

Typed or printed name of signee

**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:

IVANHOE ASSOCIATES, LLC

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

C T Corporation System

(Name)

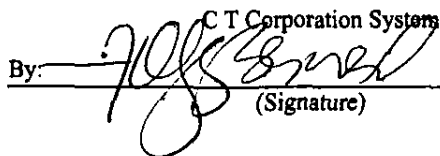
1200 South Pine Island Road

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

Plantation, Florida 33324

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.*

By:   
C T Corporation System  
(Signature)

**Arlene Bernal**  
**Assistant Secretary**

\$ 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 "IVANHOE ASSOCIATES, 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 NINTH DAY OF JUNE, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

4112477 8300

AUTHENTICATION: 4815909

060562159

DATE: 06-09-06