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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA/FOREIGN LIMITED LIABILITY CO.

ACS Holdings LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
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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. ACS Holdings LLC

2. New York

(jurisdiction under the law of which foreign limited liability
company is organized)

3. 01-0744634

(FEI number, if applicable)

4. January 28, 2005

(Date of Organization)

5. perpetual unless earlier dissolved under applicable law

(Duration: Year limited liability company will cease to exist or
"perpetual")

6. upon filing of this application

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 135 E. 57 St. 26 th Floor

New York, NY 10022

(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:

Michael D. Farkas

135 E. 57 St. 26 th Floor New York NY 10022

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Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

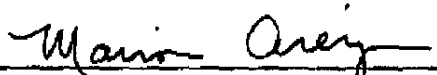
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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized.

11. Nature of business or purposes to be continued or promoted in Florida:
Investment Banking

Signature of a member or manager listed in Article 9.



Michael D. Farkas, Manager
by M.A. Areiza as attorney-in-fact

Date: 7/14/2006

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

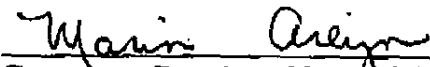
LIMITED LIABILITY COMPANY:

ACS Holdings LLC

REGISTERED AGENT/OFFICE:

**Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410 UNITED STATES**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Corporate Creations Network Inc.
Franco E. Cammarata, Vice President and Counsel
by M.A. Areiza as attorney-in-fact

Date: July 14, 2006

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

I hereby certify, that ACS HOLDINGS LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 09/11/2002, and that the Limited Liability Company is existing so far as shown by the records of the Department. I further certify the following:

A Biennial Statement was filed 01/28/2005.

I further certify, that no other documents have been filed by such Limited Liability Company.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 13th day of July
two thousand and six.*

A handwritten signature in black ink, appearing to read "Daniel Shapiro".

Daniel Shapiro
Special Deputy Secretary of State