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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
06 DEC -7 AM 10:00



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
06 DEC -7 AM 11:08

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

December 5, 2006

LAZARUS

TALLAHASSEE, FL

SUBJECT: THE MANHATTAN GROUP FINANCIAL LLC  
Ref. Number: W06000052504

FILED  
06 DEC -7 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for THE MANHATTAN GROUP FINANCIAL LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$155.00 payment.

In addition to the address in Item 9, please list the NAMES of the MANAGERS or MANAGING MEMBERS.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 206A00069629

**LAZARUS  
CORPORATE FILING SERVICE**

**3320 SW 87<sup>TH</sup> AVENUE**

**MIAMI, FL 33165 (305) 552-5973**

**FILED**  
06 DEC -7 AM 10:00  
STATE PARTY OF FLORIDA  
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. THE MANHATTAN GROUP FINANCIAL LLC

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)

Walk in

Pick up time 2:00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED  
06 DEC 7 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, 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. The Manhattan Group Financial LLC  
(Name of Foreign Limited Liability Company)

2. Washington, DC  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. \_\_\_\_\_  
(FEI number, if applicable)

4. 11-29-06  
(Date of Organization)

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

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 8181 Miami Lakes drive Suite 270  
Miami Lakes Florida 33016  
(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:

DAVID SOSA - CHAIRMAN      DERRICK EAGLIN - V-PRESIDENT  
JOHN SANTAMARIA - V-PRESIDENT      CRISTINA SANTAMARIA - VICE PRESIDENT  
8181 Miami Lakes Drive Suite 270, Miami Lakes, Florida 33016

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: Consulting in  
Realstate

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.)

Derrick Eaglin

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:

The Manhattan Group Financial LLC

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

Derrick Faglin  
(Name)

8181 Miami Lakes drive Suite 270

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

Miami Lakes FL 33016

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.*

  
\_\_\_\_\_  
(Signature)

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

GOVERNMENT OF THE DISTRICT OF COLUMBIA  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



**C E R T I F I C A T E**

**THIS IS TO CERTIFY** that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the **29th** day of **November, 2006** *Articles of Organization of:*

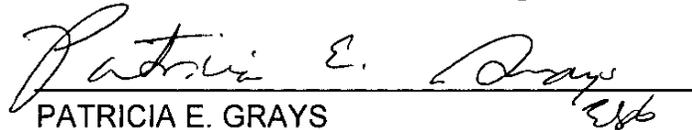
**THE MANHATTAN GROUP FINANCIAL, LLC**

**WE FURTHER CERTIFY** that the above named Company is in **Good Standing** and duly organized and existing according to the records of Corporations Division, having filed all reports as required by the District of Columbia Limited Liability Company Act.

**IN TESTIMONY WHEREOF I** have hereunto set my hand and caused the seal of this office to be affixed this **29th** day of **November, 2006**.

PATRICK J. CANAVAN, PSY. D.  
DIRECTOR

Business and Professional Licensing Administration

A handwritten signature in cursive script, reading "Patricia E. Grays", is written over a horizontal line. To the right of the signature, there are initials "EJG".

PATRICIA E. GRAYS  
Superintendent of Corporations  
Corporations Division