

1106000006768

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000290247 3)))



H060002902473ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

06 DEC -7 PM 2:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To:

Division of Corporations

Fax Number : (850) 205-0383

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.

Account Number : 075471001363

Phone : (305) 374-5600

Fax Number : (305) 374-5095

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 DEC -7 A 10:18

FILED

FLORIDA/FOREIGN LIMITED LIABILITY CO.

EL-AD GB MEZZANINE I LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

39123-193875

Electronic Filing Menu

Corporate Filing Menu

Help

(H06000290247)

**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. El-Ad GB Merzanne LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-5984081
(FEI number, if applicable)
4. December 1, 2006
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 6708.502, and 817.155, F.S.))
7. 7975 N.W. 154th Street, Suite 200, Miami Lakes, Florida 33016
(Street address of principal office)
8. Limited liability company is manager-managed.
9. The name and usual business addresses of the managing members or managers are as follows:
Attention: Mr. Shaoul Mishal
7975 N.W. 154th Street, Suite 200, 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: Any lawful business permitted by the laws of the State of Florida

Signature of 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.)

El-Ad Group Florida (2005) LLC, sole Member

By: [Signature]
Name: Shaoul Mishal
Title: President

Typed or printed name of signer

{M2488446:1}

(H06000290247)

FILED
DEC - 7 A 10 18
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

(H06000290247)

**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:

EL-Ad GB Mezzanine I LLC

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

AMERICAN INFORMATION SERVICES, INC.
(Name)

ONE S.E. 3RD AVENUE, 28TH FLOOR
Florida street address (P.O. Box NOT ACCEPTABLE)

MIAMI, FL 33131
City/State/Zip

FILED
2008 DEC -7 A 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, F.S.

American Information Services, Inc.

By Nery C. Toledo, Assistant Secretary
Nery C. Toledo, Assistant Secretary
Registered Agent

(M2488446,1)

(H06000290247)

(H06000290247)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EL-AD GB MEZZANINE I 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 FIRST DAY OF DECEMBER, A.D. 2006.

FILED

2006 DEC -7 A 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(H06000290247)

4260627 8300

061098552



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5241629

DATE: 12-01-06