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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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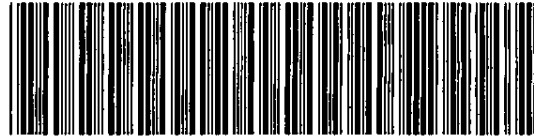
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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VIA FEDERAL EXPRESS

April 12, 2007

Florida Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Application for Authority to Transact Business
Smart Circle International LLC

Dear Sir or Madam:

Please find enclosed an original and three copies of the *Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida* and an original certificate of existence issued from the Delaware Secretary of State.

Please file the application and return a conformed copy, certificate of status, and a certified copy in the self-addressed stamped envelope provided. Also enclosed is check number 17189 in the amount of \$185.00 as payment for the filing fee.

Please call me with any questions regarding this filing. Thank you for your assistance.

Sincerely,

RYNN & JANOWSKY, LLP

JUNE MONROE
Paralegal

Encl.

05-269/Florida 4-12-07.doc

07

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. SMART CIRCLE INTERNATIONAL LLC

(Name of Foreign Limited Liability Company)

2. DELAWARE

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

3. 20-8341858

(FEI number, if applicable)

4. 1-4-07

(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. 19511 PAULING

FOOTHILL RANCH, CA 92610

(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:

AM DISTRIBUTION GROUP LLC

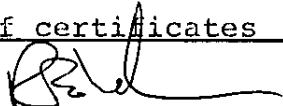
19511 PAULING

FOOTHILL RANCH, CA 92610

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: _____

wholesale sales of certificates


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.)

AM DISTRIBUTION GROUP LLC, MANAGER

Typed or printed name of signee

BY ROBERT FELDMAN

**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:

SMART CIRCLE INTERNATIONAL LLC

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

NATIONAL CORPORATE RESEARCH, LTD., INC.

(Name)

515 EAST PARK AVENUE

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

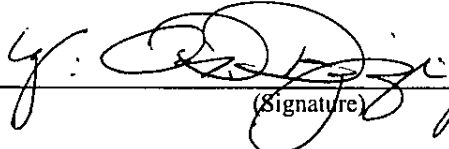
TALLAHASSEE

FL 32301

City/State/Zip

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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, Florida Statutes.


(Signature) *Ass't Sec'y*

\$ 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 "SMART CIRCLE INTERNATIONAL, 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 TWENTY-EIGHTH DAY OF MARCH, A.D. 2007.



4279299 8300

070366656

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5546621

DATE: 03-28-07