

MO700002329

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.

((H07000106721 3)))



H070001067213ABCV

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

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

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

2007 APR 20 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
Better copy attached.

Please refer to backside to 4/20/07
Thanks!
AAM

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Replacement GP LLC

Certificate of Status	0
Certified Copy	0
Page Count	04 5
Estimated Charge	\$125.00

AL

RECEIVED

07 APR 23 PM 12:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help



April 23, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: REPLACEMENT GP LLC
REF: W07000019588

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

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) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H07000106721
Letter Number: 907A00027198

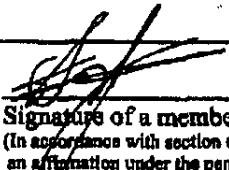
2007 APR 26 9:53
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

P.O BOX 6327 - Tallahassee, Florida 32314

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. Replacement GP LLC
(Name of Foreign Limited Liability Company)
2. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 41-2173444
(FEI number, if applicable)
4. April 15, 2005
(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. 3592 Route 55, Kaunoenga Lake, NY 12749 c/o Richman Asset Management, Inc., 340 Pemberwick Road
Greenwich, CT 06831
(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:
Brian P. Myers, Manager
340 Pemberwick Road
Greenwich, CT 06831
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: Real Estate



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.)

Brian P. Myers, Manager

Typed or printed name of signee

FILED
2007 APR 20 A 9:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**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:

Replacement GP LLC

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

CT 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: Juan Grajeda
(Signature)

Juan Grajeda
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)

FILED
2007 APR 20 A 9
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

I hereby certify, that REPLACEMENT GP LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 04/15/2005, and that the Limited Liability Company is existing so far as shown by the records of the Department.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 19th day of April
two thousand and seven.*

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

Daniel Shapiro
Special Deputy Secretary of State

200704200209 * SZ