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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Replacement GP LLC

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Division of Corporations

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SUBJECT: REPLACEMENT GP LLC  
REF: W07000019588

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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 TRANSACT 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:

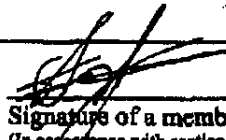
Brian P. Myers, Manager

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

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**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

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*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.*

CT Corporation System  
By: Juan Grajeda **Juan Grajeda**  
(Signature) **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)

**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