

M09000001606Florida Department of State
Division of Corporations
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Division of Corporations
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Account Name : VCORP SERVICES, LLC
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Phone : (845) 425-0077
Fax Number : (845) 818-3588**FILED**
2009 APR 30 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**FLORIDA/FOREIGN LIMITED LIABILITY CO.****FL**
BookXchange ~~FL~~ LLC

Certificate of Status	0
Certified Copy	0
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

2009 APR 30 AM 8:55
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 name of the Foreign Limited Liability Company is: BookXchange FL, LLC

If name unavailable, the alternate name to be used in the state of Florida is:
2. The jurisdiction under the law of which foreign limited liability company is organized is: Nevada . (FEI Number, if applicable)
4. The Date of Organization is: March 31, 2009
5. The Company shall have perpetual duration.
6. The Corporation will begin transacting business in Florida only after registration.
7. The address within of the principal office is:

1671 SW 107th Avenue
Miami, Florida 33165
8. The name and address of the managing member is as follows:

BookXchange, LLC
3333 Henry Hudson Parkway, 9N
Bronx, New York 10463
9. 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.
10. The nature of the business or purposes to be conducted or promoted in Florida is:
Any lawful activity.


Mimi Sanik,
Authorized Representative

p.2
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

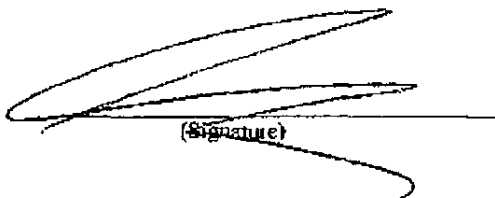
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: BookXchange FL, LLC
2. The name and the Florida street address of the registered agent and office are:

Isaac Kasztl
1671 SW 107th Avenue
Miami, Florida 33165

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)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **BOOKXCHANGE FL, LLC**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since March 31, 2009, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on April 28, 2009.

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State



Electronic Certificate
Certificate Number: C20090428-2723
You may verify this electronic certificate
online at <http://www.nvsos.gov/>