

M09000003076

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

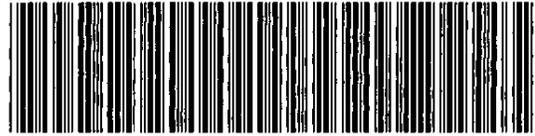
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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08/10/09--01038--015 **125.00

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2009 AUG 10 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

AUG 11 2009

EXAMINER

kenneth a. wenzel, p.a.
kwenzel@hnrwlaw.com
d - 561.862.4118
f - 561.862.4966

August 6, 2009

Florida Department of State
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Re: 312 Worth LLC, a Delaware limited liability company
Our File No. NO041309.01

Dear Sir or Madam:

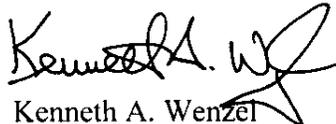
Enclosed are the following: (i) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida; (ii) Certificate of Designation of Registered Agent/Registered Office; (iii) Certificate of Existence; and (iv) my firm's check in the amount of \$125.00 representing the Filing fee and Designation of Registered Agent fee, to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to me at the address listed below.

If you require any further information in regard to the enclosed, please contact me.

Very Truly Yours,

Hankins Northwood Roman Wenzel P.L.


Kenneth A. Wenzel

KAW/ecd
Enclosures

**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. 312 WORTH LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. DELAWARE 3. 27-0512504
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. MARCH 18, 2009 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. C/O NORTHERN TRUST COMPANY
50 S. LASALLE STREET, SUITE M-10, CHICAGO, IL 60675
(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:

MGRM - Northern Trust, NA, as special trustee under the provisions of a trust agreement dated April 15, 1965

known as Trust 02-32067

ADDRESS - c/o Northern Trust Company, 50 S. LaSalle Street, Suite M-10, Chicago, IL 60675

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: TO TRANSACT ANY AND
ALL LAWFUL BUSINESS.

James L. Lange, V.P.
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.)
JAMES L. LANGE, AUTHORIZED REPRESENTATIVE
Typed or printed name of signee

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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:

312 WORTH LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

FL

33324

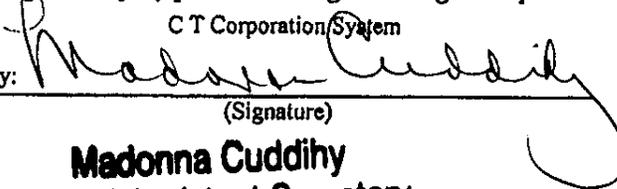
City/State/Zip

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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.

CT Corporation/System

By:


(Signature)

Madonna Cuddihy

Special 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)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "312 WORTH 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 THIRTY-FIRST DAY OF JULY, A.D. 2009.

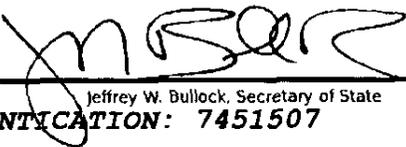
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4666880 8300

090745945



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7451507

DATE: 07-31-09