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**FOX, WACKEEN, DUNGEY  
BEARD, SOBEL, BUSH & McCLUSKEY, L.L.P.**

Deborah B. Beard L.  
George W. Bush, Jr. •  
Richard J. Dungey ■  
M. Lanning Fox ■  
Michael J. McCluskey •  
Jack M. Sobel ○  
W. Thomas Wackeen ○

*Office:*  
The Tower Building at Willoughby Commons  
3473 SE Willoughby Boulevard  
P.O. Drawer 6  
Stuart, Florida 34995-0006  
Palm Beach Gardens (Limited Services Available)  
*Telephone:*  
(772) 287-4444 \* (772) 878-3814 \* (561) 744-6499  
*Fax:*  
Real Estate Transactions: (772) 283-4637  
All Other Matters: (772) 220-1489  
[www.foxwackeen.com](http://www.foxwackeen.com)

Robert A. Goldman  
Theodore J. Hememann  
Shelly J. Stirrat  
¶ Frederik W. van Vonno  
Susann B. Ward (1951-2008)

Meredith L. Barrios  
J. Henry Cartwright  
Raymond G. Robison  
Jennifer Alcorta Waters

- Board Certified Real Estate Lawyer
- Board Certified Civil Trial Lawyer
- Board Certified Marital & Family Lawyer
- ¶ Board Certified City, County &  
Local Government Lawyer
- Board Certified Business Litigation Lawyer

Of Counsel  
Aaron A. Foosaner  
Vicki J. Junod  
Robert L. Kilbride  
Robert L. Seeley

August 20, 2009

**VIA FEDERAL EXPRESS**

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

Re: Southern Associates, LTD. (Document Number A30054)

Dear Sir/Madam:

Please note that Southern Associates, L.P., a District of Columbia limited partnership, registered to transact business in Florida under the name "Southern Associates, LTD.", as evidenced by that certain Application by Foreign Limited Partnership for Authorization to Transact Business in Florida filed May 9, 1990, has been converted to "Southern Associates, LLC", a District of Columbia limited liability company.

Enclosed in this transmittal are the following documents:

1. Notice of Cancellation for Foreign Limited Partnership for Southern Associates, LTD., along with our trust account check in the amount of \$113.75, which represents your filing fee plus a Certificate of Status and a Certified Copy. For your reference, I have enclosed a copy of the Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for Southern Associates, L.P., which registered to transact business in Florida under the name "Southern Associates, LTD.";

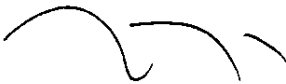
Division of Corporations  
Registration Section  
August 20, 2009  
Page 2

2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Southern Associates, LLC, along with our trust account check in the amount of \$160.00, which represents your filing fee plus a Certificate of Status and a Certified Copy;
3. Certificate of Existence (Good Standing) dated August 17, 2009, as required under Florida Statutes §608.503(2), and a Certificate of Organization for Southern Associates, LLC dated May 14, 2009, which includes the Articles of Organization of Domestic Limited Liability Company for Southern Associates, LLC, a District of Columbia limited liability company, indicating that "Southern Associates, L.P." converted to "Southern Associates, LLC".

It is my preference that the Articles of Organization be attached to the Certificate of Authority, when issued, in order to reflect the continuity of existence of the entity converted from limited partnership to limited liability company.

Thank you for your time and attention in this matter, and if you have any questions regarding this filing, please do not hesitate to call the undersigned or Monica Swords at the phone number listed above.

Sincerely,



Raymond G. Robison  
RGR/ms  
Enclosure

cc: Jeffrey H. Bowen, Esq. (via e-mail, without enclosures)

**COVER LETTER**

TO: Registration Section  
Division of Corporations

SUBJECT: SOUTHERN ASSOCIATES, LLC  
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

M. LANNING FOX  
Name of Person

FOX, WACKEEN, DUNGEY, BEARD, SOBEL, BUSH & McCLUSKEY, LLP  
Firm/Company

3473 SE WILLOUGHBY BOULEVARD  
Address

STUART, FL 34994  
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MONICA SWORDS at ( 772 ) 287-4444  
Name of Person Area Code & Daytime Telephone Number

**MAILING ADDRESS:**  
Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy    ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**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. SOUTHERN ASSOCIATES, 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. DISTRICT OF COLUMBIA 3. 16-1375916  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. MAY 14, 2009 5. PERPETUAL  
(Date of Organization) (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. 919 SOUTH WINTON ROAD  
ROCHESTER, NY 14618  
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

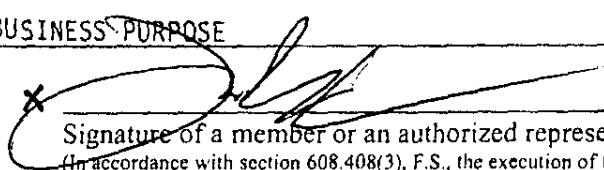
9. The name and usual business addresses of the managing members or managers are as follows:

JAMES C. GOCKER, AS GUARDIAN OF THE PROPERTY OF MAX M. FARASH, AS TRUSTEE  
OF THE MAX M. FARASH DECLARATION OF TRUST DATED JULY 6, 2007,  
919 SOUTH WINTON ROAD, ROCHESTER, NY 14618

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 ENGAGE IN ANY

LAWFUL BUSINESS PURPOSE

  
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 C. GOCKER, AS GUARDIAN OF THE PROPERTY OF MAX M. FARASH,  
AS TRUSTEE OF THE MAX M. FARASH DECLARATION OF TRUST DATED JULY 6, 2007, MEMBER  
Typed or printed name of signee

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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:

SOUTHERN ASSOCIATES, LLC

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

\_\_\_\_\_

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

M. LANNING FOX

(Name)

3473 SE WILLOUGHBY BOULEVARD

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

STUART

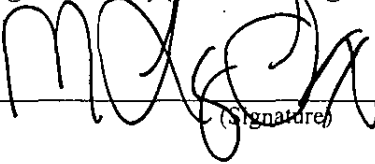
FL

34994

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.*

  
\_\_\_\_\_  
(Signature)

|           |                                  |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application       |
| \$ 25.00  | Designation of Registered Agent  |
| \$ 30.00  | Certified Copy (optional)        |
| \$ 5.00   | Certificate of Status (optional) |

**GOVERNMENT OF THE DISTRICT OF COLUMBIA**  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



**C E R T I F I C A T E**

**THIS IS TO CERTIFY** that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the **14th** day of **May, 2009** *Articles of Organization of:*

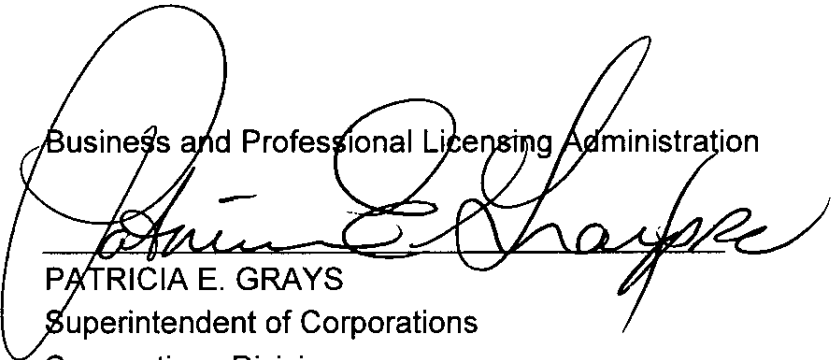
**SOUTHERN ASSOCIATES, LLC**

**WE FURTHER CERTIFY** that the above named Company is in **Good Standing** and duly organized and existing according to the records of Corporations Division, having filed all reports as required by the District of Columbia Limited Liability Company Act.

**IN TESTIMONY WHEREOF** I have hereunto set my hand and caused the seal of this office to be affixed this **17th** day of **August, 2009**.

LINDA K. ARGO  
Director

Business and Professional Licensing Administration

  
PATRICIA E. GRAYS  
Superintendent of Corporations  
Corporations Division

Adrian M. Fenty  
Mayor