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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Foreign Limited Liability Company  
AC SCHATZ LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
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OCT -7 2010

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**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. The name of the Foreign Limited Liability Company is:

AC SCHATZ LLC

2. The Jurisdiction under the law of which the foreign limited liability company is organized is Delaware.  
3. The FEI Number is applied for.  
4. The date of organization is October 5, 2010.  
5. The duration of the limited liability company shall be perpetual.  
6. The limited liability company has not transacted business in Florida prior to registration.  
7. The street address of the Principal Office of the limited liability company is:

6 East 45<sup>th</sup> Street, Suite 1605  
New York, NY 10017

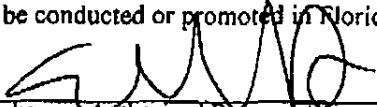
8. The limited liability company is manager-managed.  
9. The name and usual business addresses of the Managers are:

David Ribet  
6 East 45<sup>th</sup> Street, Suite 1605  
New York, NY 10017

Adrienne Schatz  
1530 Palisade Avenue  
Fort Lee, NJ 07024

Cheryl Hirsch  
9 Patriot Court  
New City, NY 10956

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.  
11. The Nature of business or purposes to be conducted or promoted in Florida is investments.

  
Elaine M. Bucher, an Authorized Representative of the Members

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.)

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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 Foreign Limited Liability Company is:

AC SCHATZ LLC

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

Proskauer Rose LLP  
c/o Elaine M. Bucher  
2255 Glades Road #421A  
Boca Raton, Florida 33431

*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.*

  
Elaine M. Bucher, Registered Agent

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AC SCHATZ 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 FIFTH DAY OF OCTOBER, A.D. 2010.

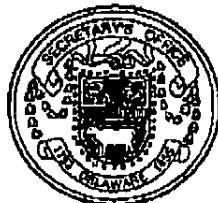
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AC SCHATZ LLC" WAS FORMED ON THE FOURTH DAY OF OCTOBER, A.D. 2010.

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

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100968278

You may verify this certificate online  
at [corp.delaware.gov/authvar.shtml](http://corp.delaware.gov/authvar.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8269246

DATE: 10-05-10

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\*\* TOTAL PAGE.04 \*\*