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CAPITOL SERVICES d/b/a PARALEGAL & ATTORNEY SERVICE BUREAU, INC.		DIVISION OF
(Requestor's Namo) 1406 Hays Street, Suite 2		SER
(Address)		9 000 c
Tallahassee, FL 32301 (904) 656-3992	OFFICE USE ONLY	24 5057
(City, State, Zip) (Phone #)		1: 28

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	E(s) & DOCUMENT NUMB	ER(S) (if known):	4. IAX
1. Depot R	ealty L.C.		FILING 250 W R. AGENT FEE 35.00
	on Name) / /	(Document #)	C. COPY
2. (Corporati	on Name)	(Document #)	()
3.			N. BANK BALANCE DUE
(Corporati	on Name)	(Document #)	SEEILAD
4. (Corporati	on Name)	(Document #)	· · · · · · · · · · · · · · · · · · ·
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NEW FILINGS	AMENDMENTS		
Profit	Amendment		9
/ NonProfit	Resignation of R.A., Officer/C	Director	97 T
Limited Liability	Change of Registered Agent		数山
Domestication	Dissolution/Withdrawal		T N M
Other	Merger		RECEIVED 7 SEP -2 PH 2: 5
OTHER FILINGS	REGISTRATION/		EIVED
Annual Report	QUALIFICATION		~ ()
	Foreign		
Fictitious Name	Limited Partnership		
Name Reservation	Reinstatement		
	Tradomark		Examiner's Initials
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT 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: LLC DEPOT REALTY, L.C. (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L so contained in the name at present.) 3. Applied for (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) July 8, 1997 (Duration: Year limited Hability company will ease to exist or "perpetual") (Date of Organization) 6. Upon qualification (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 7. <u>101 West 55th Street, New York, NY 10019</u> (Street address of principal office) 8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary) NAME & ADDRESS: TITLE: NAME & ADDRESS: TITLE: Donald Zucker Mgrm 101 West 55th Street New York, Ny 10019 Albert Berkowitz CEO_ 101 West 55th Street New York, NY 10019

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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:	SCRETE STATES
DEPOT REALTY, L.C.	N COOK
2. The name and address of the registered agent and office is:	PH 1: 28
NRAI Services, Inc. (Name)	
526 East Park Avenue (P.O. Box or Mail Drop Box NOT ACCEPTABLE)	
Tallahassee, FL 32301 (City/State/Zip)	

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.

By: (Signature) (Date)

Delia Taliento, Asst. Secty.

Filing Fee: \$35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of	OINSE
DEPOT REALTY, L.C. deposes and says:	JI SE
1) the above named limited liability company has at least two members	2 -2 PM 1:28
2) the total amount of cash contributed by the member(s) is	\$_10.000.00
3) if any, the agreed value of property other than cash contributed by member(s) is A description of the property is attached and made a part hereto.	\$
4) the amount of cash or property anticipated to be contributed by member(s) is This total includes amounts from 2 and 3 above.	\$ <u>10.000.0</u> 0
5) the total amount of cash or property anticipated to be contributed by member(s) is	\$ <u>10,000.00</u>

Signature of a member or authorized representative of a member. (In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Albert Berkowitz, CFO

Filing Fee: \$250.00 for Application and Affidavit

State of Delaware

Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DEPOT REALTY, 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 TWENTY-SEVENTH DAY OF AUGUST, A.D. 1997.

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

OT SEP -2 PH 1: 28

Edward J. Freel, Secretary of State

AUTHENTICATION:

8625306

DATE:

08-27-97