



For People Who Care™

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December 4, 1997

Giram L.L.C.
5553 Ravenswood Road.
Suite # 104
Ft. Lauderdale, FL 33312

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***285.00 ***285.00

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Dear Sirs:

This transmittal letter is in reference to Giram L.L.C.'s application being submitted to register as a foreign limited liability company to transact business in Florida.

The following additional documents are enclosed:-

- 1) The completed Application
- 2) Affidavit of Membership and Contributions of foreign limited liability company
- 3) Certificate of Designation of Registered Agent / Registered Office
- 4) The Certificate of existence
- 5) A check of \$ 285.00

The name of the applicant - Pamela Hall, Controller, of Giram L.L.C.
Address - 5553 Ravenswood Road, Suite #104. Ft. Lauderdale, FL 33312
Telephone - (954) 986-6665

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 31 AM 10:30

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|-------------------|----------|
| Name | 12/10/97 |
| Availability | dcc |
| Document Examiner | DCC |
| Updater | DCC |
| Updater Verifier | DCC |
| Acknowledgement | DCC |
| W. P. Verifier | DCC |

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 10, 1997

PAMELA HALL
GIRAM L.L.C.
5553 RAVENSWOOD ROAD, SUITE #104
FT LAUDERDALE, FL 33312

SUBJECT: GIRAM L.L.C.
Ref. Number: W97000027638

We have received your document for GIRAM L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We must have the managing members or the managers in section 8 of the application not the officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 697A00058276

**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:**

1. Giram LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware 3. 65 0789341
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. October 22nd, 1997 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. DECEMBER 1, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5553 Ravenswood Road, Suite 104
Fort Lauderdale, Florida 33312
(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: |
|-----------------------------------|------------------------|-----------------|--------|
| <u>Jean-Marc Girardin</u> | <u>President / MGR</u> | | |
| <u>5553 RAVENSWOOD ROAD, #104</u> | | | |
| <u>FT. LAUDERDALE, FL 33312</u> | | | |
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Giram LLC
deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the member(s) is \$ 100 ^{\$}.
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ Ø. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 100 ^{\$}. This total includes amounts from 2 and 3 above.

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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.)

**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:

Giram LLC

2. The name and address of the registered agent and office is:

Jean-Marc Girardin

(Name)

201 North 178th Street

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

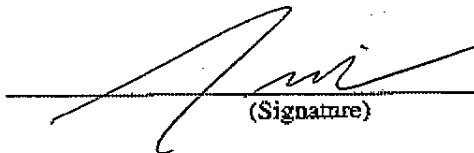
Miami Beach Florida 33160

(City/State/Zip)

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DIVISION OF CORPORATIONS

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.


(Signature)

Nov 26, 97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GIRAM L.L.C." 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 SECOND DAY OF DECEMBER, A.D. 1997.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 31 AM 10:30




Edward J. Freel, Secretary of State

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AUTHENTICATION:

8784243

DATE:

12-02-97