

KRASS MONROE, P.A.  
ATTORNEY

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February 24, 1998

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

Re: Franchise and Consumer Equity, L.L.C.  
Our File No. 9749-1

600002442566--6  
-02/27/98--01055--001  
\*\*\*\*346.25 \*\*\*\*346.25

Dear Sir/Madam:

Enclosed for filing to register Franchise and Consumer Equity, L.L.C. as a foreign limited liability company to transact business in Florida are the following:

1. Application by Foreign Limited Liability Company;
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Certificate of Designation of Registered Agent;
4. Certificate of Assistance issued by the State of New York, the domicile state;
5. Our check in the amount of \$346.25, the required filing fee.

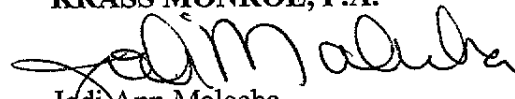
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Please note that the filing fee includes the necessary fees for a certified copy together with a Certificate of Status. A self-addressed envelope is enclosed for your use in returning the certified copies.

If you have any questions, please do not hesitate to call.

Very truly yours,

KRASS MONROE, P.A.

  
Jodi Ann Malecha  
Paralegal

JAM/trg  
Enclosures  
cc: Raymond Wilson  
Jason Kirschner  
John Berg

FILED  
98 FEB 27 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# 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. Franchise and Consumer Equity, L.L.C.  
(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. New York  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-0781195  
(FEI number, if applicable)
4. 9/12/97  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 9/16/97  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 305 South Andrews Avenue, Suite 701  
Fort Lauderdale, FL 33301  
(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>Raymond Wilson</u>	<u>Manager</u>	<u>Jason Kirschner</u>	<u>Manager</u>
<u>305 South Andrews Avenue</u>		<u>305 South Andrews Avenue</u>	
<u>Suite 701</u>		<u>Suite 701</u>	
<u>Ft. Lauderdale, FL 33301</u>		<u>Ft. Lauderdale, FL 33301</u>	
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of \_\_\_\_\_

Franchise and Consumer Equity, L.L.C. certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$ 3,000.00;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;  
(A description of the property is attached and made a part hereto.)  
and

4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 3,000.00;  
(This total includes amounts from 2 and 3 above.)



**Signature of a member or an 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.)

Raymond Wilson

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

**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:

Franchise and Consumer Equity, L.L.C.

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

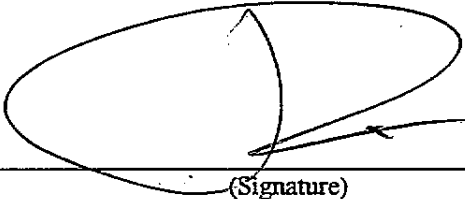
Raymond Wilson, Franchise and Consumer Equity, L.L.C.  
(Name)

305 South Andrews Avenue, Suite 701  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Ft. Lauderdale FL 33301  
City/State/Zip

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*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)

**Filing Fee: \$ 35 for Designation of Registered Agent**

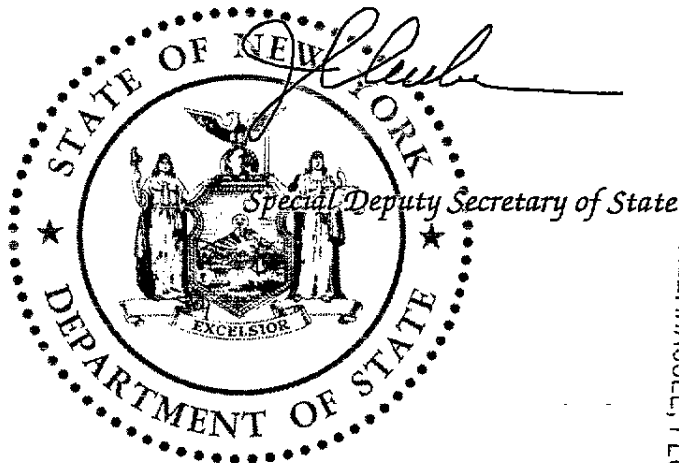
**State of New York**  
**Department of State** } **ss:**

I hereby certify, that FRANCHISE AND CONSUMER EQUITY, L.I.C. a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 09/12/1997, and that the limited liability company is subsisting so far as shown by the records of the Department.

The limited liability company has not filed proofs of publication under section 206 (c) of the Limited Liability Company Law.

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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 29th day of January  
one thousand nine hundred and  
ninety-eight.*



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