



THE UNITED STATES
CORPORATION
COMPANY

M98000000496

ACCOUNT NO. : 072100000032

REFERENCE : 817792 4359364

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 285.00

ORDER DATE : May 13, 1998

ORDER TIME : 10:48 AM

ORDER NO. : 817792-010

100002530141--6

CUSTOMER NO: 4359364

CUSTOMER: Mr. Bruce D. Oberfest
Bruce D. Oberfest & Associates
287 King Street

Chappaqua, NY 10514

FOREIGN FILINGS

NAME: POINT FIVE DESIGN, LLC

898 AFVV 2829

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 20 PM 12:43

XXXX QUALIFICATION (TYPE: LL)

(5)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynette Coleman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 20 AM 11:26
MK
5/20/98

**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:*

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1. POINT FIVE DESIGN, 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. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. DELAWARE

3.

13-3960324

(Jurisdiction under the law of which foreign limited liability company is organized)

(FEI number, if applicable)

4.

9/30/97

5.

PERPETUAL

(Date of Organization)

(Duration: Year limited liability company will cease to exist or "perpetual")

6.

5/1/98

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7.

301 CLEMATIS STREET, SUITE 205
WEST PALM BEACH, FL 33401

(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:

SAMUEL EDELMAN

MANAGING
MEMBER

301 CLEMATIS ST, STE 305
WEST PALM BEACH, FL 33401

LOUISE EDELMAN

MEMBER


301 CLEMATIS STREET, STE 205
WEST PALM BEACH, FL 33401

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

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SECRETARY OF CORPORATIONS
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The undersigned member or authorized representative of a member of _____
POINT FIVE DESIGN, LLC _____ deposes and says:

- 1) the above named limited liability company has at least ^{ONE} ~~two~~ member~~s~~
- 2) the total amount of cash contributed by the member(s) is \$ 10,000
- 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.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 10,000 . This total includes amounts from 2 and 3 above.



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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: POINT FIVE DESIGN, LLC

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

CORPORATION SERVICE COMPANY

(Name)

1200 HAYS STREET

(P.O. Box not acceptable)

TALLAHASSEE, FLORIDA 32301

(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.

By:

Karen B. Rozar
(Signature)

KAREN B. ROZAR, ITS AGENT

5/20/98
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

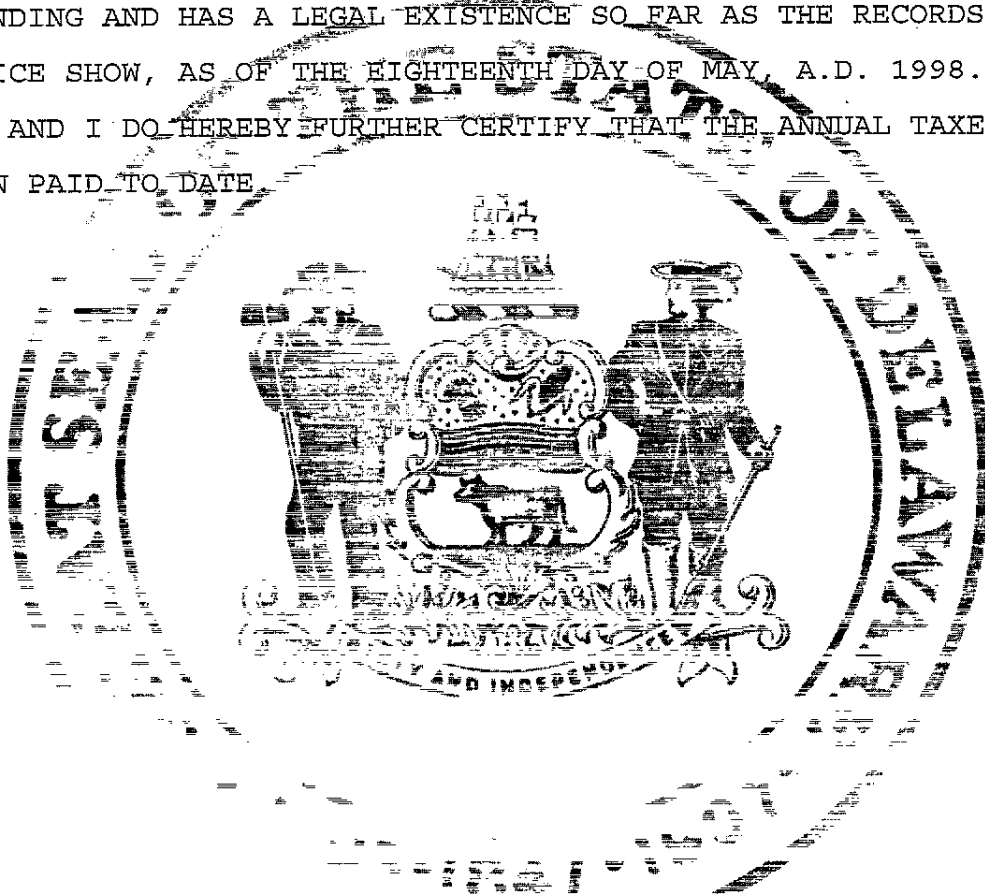
State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POINT FIVE DESIGN 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 EIGHTEENTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE



98 MAY 20 PM 12:43

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Edward J. Freel

9086781

05-18-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: