



THE UNITED STATES  
CORPORATION  
COMPANY

M98000000649

ACCOUNT NO. : 072100000032

REFERENCE : 860779 10056A

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 346.25

ORDER DATE : June 18, 1998

ORDER TIME : 9:29 AM

ORDER NO. : 860779-005

CUSTOMER NO: 10056A

CUSTOMER: Burton Sharff, Esq  
Burton G. Sharff, P.a.  
2315 South Congress Avenue  
West Palm Beach, FL 33406

400002567284--7

FOREIGN FILINGS

NAME: LAUDERDALE-STAPLES, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

*B*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX ~~CERTIFICATE OF GOOD STANDING~~

CONTACT PERSON: Stacy L Earnest

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 22 AM 10:23  
RECEIVED  
98 JUN 22 AM 9:53  
DIVISION OF CORPORATION

*ML*  
*4/22/98*

**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. Lauderdale-Staples, 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. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. Delaware

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

3. Applied for

(FEI number, if applicable)

4. May 28, 1998

(Date of Organization)

5. Perpetual

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

6. None yet

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

7. 5603 North State Road 7

Fort Lauderdale, FL 33319

(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:**

Robert C. Crandall

Mgr.

Stanley R. Garris

Mgr.

5603 North State Road 7

5603 North State Road 7

Fort Lauderdale, FL 33319

Fort Lauderdale, FL 33319

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

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 JUN 22 AM 10:23

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

Lauderdale-Staples, L.L.C.

deposes and says:

- 1) the above named limited liability company has ~~at least two members~~ one member pursuant to Delaware law, the State of organization.
- 2) the total amount of cash contributed by the member(s) is \$ 50,000<sup>00</sup>
- 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 \$ 425,000<sup>00</sup> . This total includes amounts from 2 and 3 above.

Burton G. Sharff, Atty. for Member / Authorized Representative  
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.)  
**BURTON G. SHARFF**

**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: Lauderdale-Staples, L.L.C.

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

Burton G. Sharff

(Name)

2315 South Congress Avenue

(P.O. Box not acceptable)

West Palm Beach, FL 33406

(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: Burton G. Sharff

(Signature)

BURTON G. SHARFF

6-15-98

(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 "LAUDERDALE-STAPLES, 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 NINETEENTH DAY OF JUNE, A.D. 1998.

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 22 AM 10:23

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06-19-98  
*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: