



THE UNITED STATES
CORPORATION
COMPANY

M 98000000673

ACCOUNT NO. : 072100000032

REFERENCE : 866601 4369033

AUTHORIZATION :

Patricia Pizoto

COST LIMIT : \$ 285.00

ORDER DATE : June 23, 1998

ORDER TIME : 4:20 PM

ORDER NO. : 866601-015

CUSTOMER NO: 4369033

CUSTOMER: Stephen Delman, Esq.
Stephen B. Delman, Esq.
505 8th Avenue/suite 300

New York, NY 10018

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FOREIGN FILINGS

NAME: ULTIMA TRIMMEX, LLC

CORAFORL

(5)

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN 26 AM 9:46

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

PK

6/26/98

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DIVISION OF CORPORATIONS

**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. Ultima Trimmex, 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. Application Pending
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 24, 1998 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")

6. Expect to commence business on July 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2520 North Powerline Road, Suite 305
Pompano Beach, FL 33069
(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:
UT Management, Inc.	MGR		
2520 North Powerline Rd.			
Suite 305			
Pompano Beach, FL 33069			

998000037873

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

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The undersigned member or authorized representative of a member of _____

Ultima Trimmex, 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 \$ 1,000
- 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
\$ 1,000 . This total includes amounts from 2 and 3 above.

UT MANAGEMENT, INC.

By: Stephen B. Dehman, Secretary
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: Ultima Trimmex, LLC

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

Corporation Service Company

(Name)

1201 Hayes Street

(P.O. Box not acceptable)

Tallahassee, FL 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:

Vicki Schreiber, Asst V.P.

(Signature)

June 26, 1998

(Date)

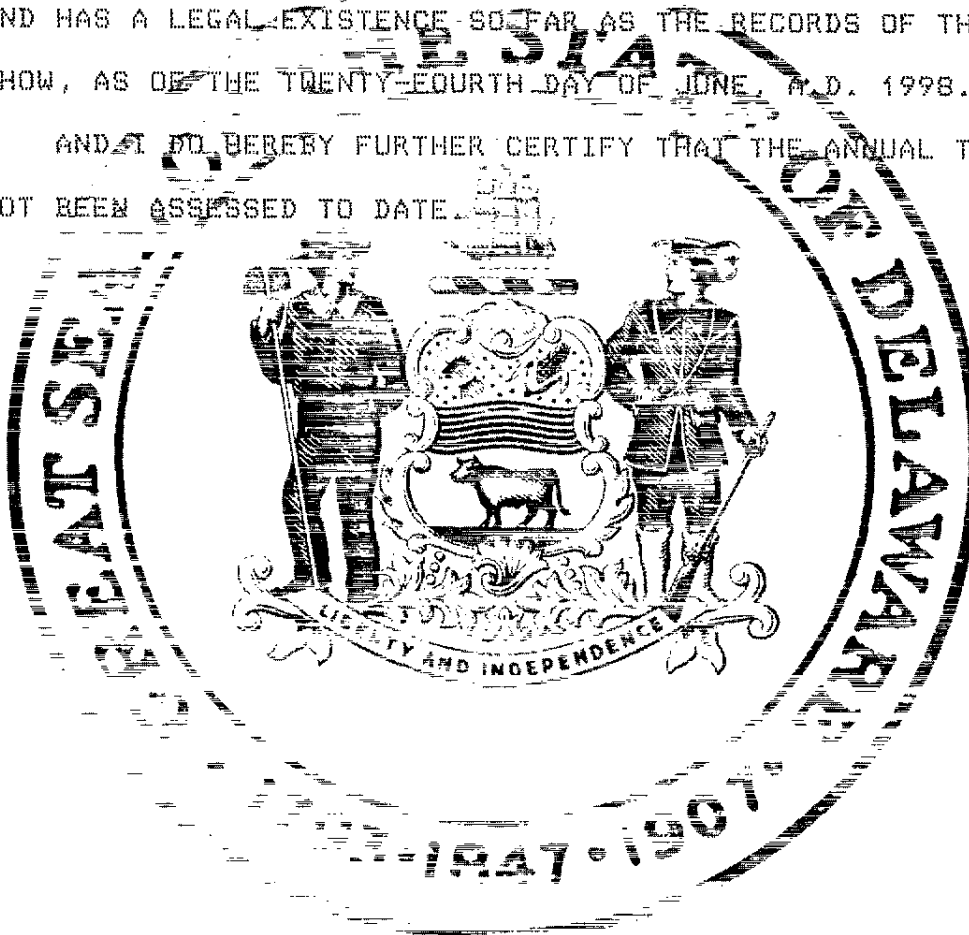
Filing Fee: \$ 35 for Designation of Registered Agent

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 "ULTIMA TRIMMEX, 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-FOURTH DAY OF JUNE, A.D. 1998.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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06-24-98