

M980000931
Tilis & Loren, P.A.
Attorneys at Law

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August 13, 1998

Department of State
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500002617035--2
-08/17/98--01024--003
****310.75 ****310.75

Re: Sistemel LLC

500002617035--2
-08/24/98--01088--002
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find the original Application of Foreign Limited Liability Company for Authorization to Transact Business in Florida, Certificate of Existence and a check for \$310.75. Please file the documents and return a Certificate of Status and Certified Copy to me in the enclosed self addressed stamped envelope. If you have any questions, do not hesitate to call me.

Thank you in advance for your cooperation in this matter.

Sincerely yours,

TILIS & LOREN, P.A.

Bruce E. Loren
Bruce E. Loren

FILED
AUG 24 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M98-931

Name	<i>728-25</i>
Availability	<i>728-25</i>
Document Examiner	<i>728-25</i>
Updater	<i>728-25</i>
Updater/Verifier	<i>728-25</i>
Acknowledgement	<i>728-25</i>
W. P. Verifier	<i>728-25</i>



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 18, 1998

BRUCE E. LOREN
TILIS & LOREN, P.A.
301 CLEMATIS STREET, SUITE 3000
WEST PALM BEACH, FL 33401

SUBJECT: SISTEMEL LLC
Ref. Number: W98000018852

We have received your document for SISTEMEL LLC and your check(s) totaling \$310.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

On #8 of the application the individuals listed must be titled manager or managing member.,

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 798A00042789

98 AUG 24 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE

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301 CLEMATIS STREET, SUITE 3000
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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. SISTEMEL 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. 52-2110318
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 4/3/98 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. June 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 301 Clematis Street, Suite 3000
West Palm Beach, Florida 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:

Enrique Pallares~~Manager~~
Manager301 Clematis StreetSuite 3000West Palm Beach, FL 33401Juan C. Felix~~Manager~~
Manager301 Clematis StreetSuite 3000West Palm Beach, FL 33401

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

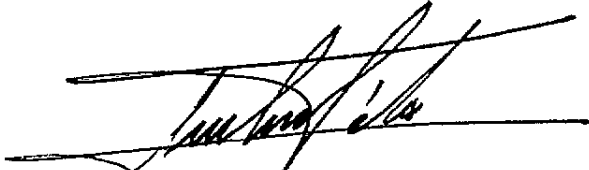
FILED

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**

The undersigned member or authorized representative of a member of Sistemel LLC
_____ 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 \$ 100.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ None ;
(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 \$ 100.00 .
(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.)

JUAN CARLOS FELIX

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Sistemel LLC

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

Bruce E. Loren, Esq.
(NAME)

301 Clematis Street, Suite 3000
(P. O. Box **NOT** ACCEPTABLE)

West Palm Beach, Florida 33401
(CITY/STATE/ZIP)

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98 AUG 24 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Bruce E. Loren
(SIGNATURE)

8/21/98
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SISTEMEL 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 FIFTH DAY OF AUGUST, A.D. 1998.

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

2880780 8300
981305142



Edward J. Freel 9235218
08-05-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: