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## 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:

(Name of foreign limited liability of company" or their abbreviations "L.	ompany must en L.C." or "L.C." i	d with the words "limited liability compa f not so contained in the name at present.	my" or "limited")	d	
2_Delaware	_ ·	3. APPLIED FOR		<u>.</u>	
(Jurisdiction under the law of which company is organized)	h foreign limited	d liability (FEI number, if applications)	able)		
4 November 12, 1998		5 December 31, 2058	·		
(Date of Organization	1)	(Duration: Year limited liability comcease to exist or "perpetual")	pany will		
6. November 21, 1998  (Date first transacted	business in Flor	rida. (See sections 608.501, 608.502 and	817.155, F.S.)		
7. 625 Madison Avenue, New Y	York, NY 10	0022	<u></u>		
	(Street ac	ddress of principal office)	, - w <del>-</del>	<del></del>	
8. List name, title, and business a will manage the foreign limite	iddress of each	ddress of principal office)  n managing member [MGRM] or managing member [MGRM] or managing in Florida: (attach additional	page if nece	R] who	
8. List name, title, and business a will manage the foreign limite  NAME & ADDRESS:	iddress of each	n managing member [MGRM] or m	anager [MGI page if nece TITLE:	R] who	
will manage the foreign limite	iddress of each d liability com	n managing member [MGRM] or managing member [MGRM] or managing florida: (attach additional	page if nece	R] who ssary)	
will manage the foreign limite  NAME & ADDRESS:	iddress of each d liability con TITLE:	n managing member [MGRM] or managing member [MGRM] or managing in Florida: (attach additional NAME & ADDRESS:	page if nece	essary) 98	DIVIS
will manage the foreign limite  NAME & ADDRESS:  Marty Burger	iddress of each d liability con TITLE:	n managing member [MGRM] or managing member [MGRM] or managing in Florida: (attach additional  NAME & ADDRESS:  Bruce Macleod	page if nece	essary)	DIVISION OF
will manage the foreign limite  NAME & ADDRESS:  Marty Burger  625 Madison Avenue	iddress of each d liability con TITLE:	n managing member [MGRM] or managing in Florida: (attach additional  NAME & ADDRESS:  Bruce Macleod  625 Madison Avenue	page if nece	essary) 98	OIVISION OF CORPA
will manage the foreign limite  NAME & ADDRESS:  Marty Burger  625 Madison Avenue	iddress of each d liability con TITLE:	n managing member [MGRM] or managing in Florida: (attach additional  NAME & ADDRESS:  Bruce Macleod  625 Madison Avenue	page if nece	98 NOV 20 PM 1: 4	DIVISION OF CORPORATIO
will manage the foreign limite  NAME & ADDRESS:  Marty Burger  625 Madison Avenue	iddress of each d liability con TITLE:	n managing member [MGRM] or managing in Florida: (attach additional  NAME & ADDRESS:  Bruce Macleod  625 Madison Avenue	page if nece	98 NOV 20	DIVISION OF CORPORATIONS
will manage the foreign limite  NAME & ADDRESS:  Marty Burger  625 Madison Avenue	iddress of each d liability con TITLE:	n managing member [MGRM] or managing in Florida: (attach additional  NAME & ADDRESS:  Bruce Macleod  625 Madison Avenue	page if nece	98 NOV 20 PM 1: 4	SECRETARY OF STATE DIVISION OF CORPORATIONS

having custody of records in the state under the law of which it is organized. (A hotocopy is not acceptable. If the certificate is in a foreign

language, a translation of the certificate under oath of the translator must be submitted.)

(FL057 - 4/23/98)

### $State\ of\ Delaware$

#### PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "PALLADIUM EMPLOYEE COMPANY, 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 NOVEMBER, A.D.

1998.

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

DIVISION OF CORPORATIONS

98 NOV 20 PM 1: 1.5



Edward J. Freel, Secretary of State

**AUTHENTICATION:** 

9414804

DATE:

11-19-98

2965989 8300

## 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:		
	Palladium Employee Company, L.L.C.		
2.	The name and the Florida street address of the registered agent and office are:		
	C T CORPORATION SYSTEM (Name)		
	1200 South Pine Island Road Florida street address (P.O. Box NOT ACCEPTABLE)		
	Plantation FL 33324 (City/State/Zip)		
liabi ager rela obli	ring been named as registered agent and to accept service of process for the above stated a sility company at the place designated in this certificate, I hereby accept the appointment of and agree to act in this capacity. I further agree to comply with the provisions of all stating to the proper and complete performance of my duties, and I am familiar with and acceptations of my position as registered agent.  CORPORATION SYSTEM	as regis tatutes	stered
	(Signature) CHARLES W. MEYER EDECIAL ASST. SECRETARY	98 NOV 20	DIVISION
	Filing Fee: \$35 for Designation of Registered Agent	20 PH 1:4	TARY OF STATE

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

The undersign Company, L	ed member or authorized representative of a member of Palladium Emp	oloyee
1) the above	named limited liability company has at least two members;	
2) the total a	mount of cash contributed by the member(s) is	\$ <u>100.00</u> ;
(A descrip	agreed value of property other than cash contributed by member(s) is tion of the property is attached and made a part hereto.)	\$_ <b>Ø</b> ;
by membe	mount of cash and property contributed and anticipated to be contributed r(s) is includes amounts from 2 and 3 above.)	\$ 100.00
	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.)  Marty Burger  Typed or printed name of signee	DIVISION OF CORPORATIONS  98 NOV 20 PM 1:46

Filing Fee: \$250.00 for Application and Affidavit