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ACCOUNT NO. : 072100000032

REFERENCE : 073674 7142486

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 285.00

ORDER DATE : December 21, 1998

ORDER TIME : 3:58 PM

ORDER NO. : 073674-005

CUSTOMER NO: 7142486

600002725756--1

CUSTOMER: Ms. Judy K. Liberante
Steven J. Weiss, P.c.
455 Commerce Drive

Buffalo, NY 14228

FOREIGN FILINGS

NAME: THE HERMAN GROUP, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

Name	<i>MGA</i>
Availability	<i>MGA</i>
Document	<i>MGA</i>
Examiner	<i>MGA</i>
Updater	<i>MGA</i>
Updater	<i>MGA</i>
Verifier	<i>MGA</i>
Acknowledgement	<i>MGA</i>
P. verifier	<i>MGA</i>

98 DEC 29 AM 8:55
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. The Herman Group, LLC
(Name of foreign limited liability company)
2. New York - Erie County
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 16-1490071
(FEI number, if applicable)
4. 11/9/95
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon completion of filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 455 Commerce Drive
Amherst, New York 14228-2388
(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:

The Weiss Family, LLC
455 Commerce Drive
Amherst, New York 14228-2388

Member

The Manko Family, LLC
455 Commerce Drive
Amherst, New York 14228-2388

Member

The Savarino Family, LLC
455 Commerce
Amherst, New York 14228-2388

Member

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DIVISION OF CORPORATIONS
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**State of New York
Department of State** } **ss:**


I hereby certify, that THE HERMAN GROUP, LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 11/10/1995, and that the limited liability company is subsisting so far as shown by the records of the Department.

A Certificate of Affidavit of Publication of THE HERMAN GROUP, LLC was filed on 02/12/1996.

A Certificate of Affidavit of Publication of THE HERMAN GROUP, LLC was filed on 02/12/1996.

The limited liability company has filed proofs of publication under section 206 (c) of the Limited Liability Company Law.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of December
one thousand nine hundred and
ninety-eight.



[Signature]
Special Deputy Secretary of State

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**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:

The Herman Group, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301
City/State/Zip

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.

Corporation Service Company

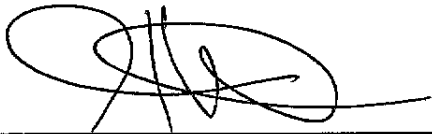
By: Colleen Butler asst Secretary
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of The Herman Group, LLC
_____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 300.00 ;
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ \$300.00 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

The Weiss Family, LLC, Member, by Steven J. Weiss, Member

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit