



**THE UNITED STATES
CORPORATION**
COMPANY

M990000000073
ATTN: TARA CALINE

ACCOUNT NO. : 072100000032

REFERENCE : 104111 4303929

AUTHORIZATION :

COST LIMIT : \$ 468.75

FILED
99 JAN 19 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 19, 1999

ORDER TIME : 2:40 PM

ORDER NO. : 104111-015

500002746915--9

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

FOREIGN FILINGS

NAME: PM SREG HOLDINGS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY 3 PLEASE
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING 3 PLEASE

CONTACT PERSON: Sara Lea

RECEIVED
99 JAN 19 PM 3:57
DIVISION OF CORPORATION

M99-73
02-1-20

Name	
Availability	
Document	
Examiner	
Updater	
Update	
Verify	



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 20, 1999

SARA LEA
CSC

SUBJECT: PM SREG HOLDINGS, LLC
Ref. Number: W99000001403

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99 JAN 19 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PM SREG HOLDINGS, LLC and the authorization to debit your account in the amount of \$468.75. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

The document must have original signatures.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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

Tammi Cline
Document Specialist

Letter Number: 899A00002529

*please give
yesterday date
as per conversation
with Carrie*

RECEIVED
99 JAN 20 AM 11:24
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:*

1. PM SREG HOLDINGS, 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. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 13, 1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")
6. January 15, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 900 Third Avenue, New York, NY 10022

(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:
<u>Nelson Peltz</u>	<u>MGRM</u>	<u>Peter May</u>	<u>MGRM</u>
<u>280 Park Avenue, 41st Floor</u>		<u>280 Park Avenue, 41st Floor</u>	
<u>New York, NY 10017</u>		<u>New York, NY 10017</u>	
_____		_____	
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TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of _____

PM SREG HOLDINGS, LLC deposes and says:

- 1) the above named limited liability company has at least 1 member
- 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
\$ -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
\$ 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.)

FILED
99 JAN 19 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$ 52.50 for 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, 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: PM SREG HOLDINGS, LLC

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

Corporation Service Company
(Name)

1201 Hays Street
(P.O. Box not acceptable)

Tallahassee, FL 32301
(City/State/Zip)

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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.

Neliorah D. Skipper as agent
(Signature)

1-20-99
(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 "PM SREG HOLDINGS, 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 FIFTEENTH DAY OF JANUARY, A.D. 1999.

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

2992348 8300
991018496



9524278
01-15-99

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: