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ACCOUNT NO. : 072100000032

REFERENCE : 112482 10056A

AUTHORIZATION : Patricia Piggott

COST LIMIT : \$ 293.75

ORDER DATE : January 26, 1999

ORDER TIME : 12:58 PM

ORDER NO. : 112482-005

100002755521--7

CUSTOMER NO: 10056A

CUSTOMER: Burton Sharff, Esq  
Burton G. Sharff, P.A.  
2315 South Congress Avenue

West Palm Beach, FL 33406

FOREIGN FILINGS

NAME: LAUDERDALE-PAYLESS, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
XX \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

DIVISION OF CORPORATION

99 JAN 26 PM 2:34

RECEIVED

99 JAN 26 PM 4:14  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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Name	1-26
Availability	
Document	
Examiner	
Updater	
Updated	
Verified	
Acknowledgment	
W.P.	

**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:**

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)

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

The undersigned member or authorized representative of a member of Lauderdale-Payless, L.L.C. deposes and says:

- 1) the above named limited liability company has ~~at least two members~~ one member pursuant to Delaware law, the state of organization.
- 2) the total amount of cash contributed by the member(s) is \$ 1,150,000.00
- 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 \$ 1,150,000.00. This total includes amounts from 2 and 3 above.

Clinton A. Trautman, Atty.  
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.)

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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, 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: Lauderdale-Payless, L.L.C.

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

Burton G. Sharff

(Name)

2315 South Congress Avenue

(P.O. Box not acceptable)

West Palm Beach, FL 33406

(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:

Burton G. Sharff

(Signature)

1-25-99

(Date)

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LAUDERDALE - PAYLESS, 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 TWENTY-FIRST DAY OF JANUARY, A.D. 1999.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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