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0276.5313

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1-29-99

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Gibraltar Trading, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 29 PM 12:39

STATE FEES PREPAID WITH CHECK #

4195
4196

FOR \$

70.00

215.00

700002758757--8

-01/29/99--01058--009

****215.00 ****215.00

PLEASE FILE:

() ARTICLES OF INC.

() AMENDMENT

() DISSOLUTION

() ANNUAL REPORT

() MERGER

() WITHDRAWAL

() QUALIFICATION

() LIMITED PARTNERSHIP

() ANNUAL REPORT

() FICTITIOUS NAME

(X) LIMITED LIABILITY

() REINSTATEMENT

() TRADEMARK/SERVICE

() UCC-1

99-123

() UCC-3

PROVIDE US WITH:

() CERTIFIED COPY

() CERTIFICATE OF STATUS

(X) STAMPED COPY

Name	1-29
Availability	
Document	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

Examiner's Initials

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*****70.00 *****70.00

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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. GIBRALTER TRADING, 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
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 33-0824397
(FEI number, if applicable)
4. September 25, 1998
(Date of Organization)
5. May 1, 2028
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 4, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2903 N.W. 28th Street
Fort Lauderdale, FL 33311
(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:
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<u>Martin Hamburger</u>	<u>Mgr.</u>		
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<u>17352 Von Karman Avenue</u>			
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<u>Irvine, CA 92614</u>			
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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 _____
GIBRALTER TRADING, 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 \$ 5,000.00;

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.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 5,000.00.
(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.)

**Martin Hamburger, President
Product Resources, Inc.**

Typed or printed name of signee

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 29 PM 12:40

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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

GIBRALTER TRADING, LLC

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

Andrew L. Mann, P.A.

(Name)

4300 N. University Drive, Suite C-203

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

Ft. Lauderdale

FL

33351

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.

Andrew L. Mann, P.A.

By: 

(Signature)

Andrew L. Mann, Esq.

Filing Fee: \$ 35 for Designation of Registered Agent

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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 "GIBRALTER TRADING, 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 FOURTEENTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GIBRALTER TRADING, LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 1998.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2948424 8300

991017430

AUTHENTICATION:

9523009

DATE:

01-14-99