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January 17 1999

Florida Department of State  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

BY FEDERAL EXPRESS

200002757462--1  
-01/28/99-01055-015  
\*\*\*\*293.75 \*\*\*\*293.75

RE: NS Trading Worldwide, LLC, a Delaware Limited Liability Company  
Application for Authority in Florida

In connection with the above, please find enclosed the following:

- 1) A completed Application & Affidavit for Authority by NS Trading Worldwide, LLC.
- 2) Designation of Registered Agent in Florida
- 3) A Certificate of Good Standing from the Delaware Secretary of State dated December 22, 1998.
- 4) A check payable to the Fla. Dept. of State for \$293.75 for qualifying in Florida and related fees as follows:
  - A) \$250 Filing Fee for Application & Affidavit
  - B) \$ 35 Designation of Registered Agent
  - C) \$ 8.75 Certificate of Status

\$293.75

I have also enclosed a pre-addressed Federal Express Airbill voucher and account number so that the proof of the New York qualification can be sent to me via Federal Express.

If you have any questions, you can call me at the above number or at (212) 938-8800.

Thank you.

Name	
Availability	
Document	
Examiner	
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Very truly yours,

*William M. Kamen*  
William M. Kamen

98 JUN 28 PM 4:16

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. NS TRADING WORLDWIDE, 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. \_\_\_\_\_  
(FEI number, if applicable)
4. December 21, 1998  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. After Florida authorization has been obtained  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. One World Trade Center, Suite 8041  
New York, New York 10048  
(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>Keith Weithorn</u>	<u>MGR</u>	<u>Alberto Alvarez</u>	<u>MGR</u>
<u>1 World Trade Center #8041</u>		<u>2665 S. Bayshore Dr. #601</u>	
<u>New York, NY 10048</u>		<u>Coconut Grove, FL 33133</u>	
<u>Michael J. Salvo</u>	<u>MGR</u>	<u>Alberto Tarafa</u>	<u>MGR</u>
<u>1 World Trade Center #8041</u>		<u>2665 S. Bayshore Dr. #601</u>	
<u>New York, NY 10048</u>		<u>Coconut Grove, FL 33133</u>	
<u>Mahendra Vora</u>	<u>MGR</u>		
<u>1 World Trade Center #8041</u>			
<u>New York, NY 10048</u>			

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.)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*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 "NS TRADING WORLDWIDE, 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 TWENTY-SECOND DAY OF DECEMBER, A.D. 1998.



2982682 8300

981494171

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

Edward J. Freel, Secretary of State

9478926

AUTHENTICATION:

DATE: 12-22-98

**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:

NS TRADING WORLDWIDE, LLC

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

William Tuttle, II

(Name)

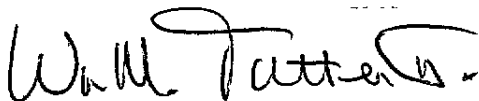
169 East Flagler Street, Suite 1700

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

Miami, FL 33131

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.*



(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 \_\_\_\_\_  
NS TRADING WORLDWIDE, 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 \$10,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -;  
(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 \$10,000.00.  
(This total includes amounts from 2 and 3 above.)

NS TRADING WORLDWIDE, LLC

BY:  , Manager

**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.)

KEITH WEITHORN

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**