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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Acorn - Gulfport LLC

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☐ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

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| NEW FILINGS  |                   |
|--------------|-------------------|
|              | Profit            |
|              | NonProfit         |
| Name         | Limited Liability |
| Availability | Domestication     |
|              | Other             |

| AMENDMENTS |                                      |
|------------|--------------------------------------|
|            | Amendment                            |
|            | Resignation of R.A. Officer/Director |
|            | Change of Registered Agent           |
|            | Dissolution/Withdrawal               |
|            | Merger                               |

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

Document Examiner DCC

| OTHER FILINGS |                  |
|---------------|------------------|
| Not later     | Annual Report    |
| Not later     | Fictitious Name  |
| Verifier      | Name Reservation |

| REGISTRATION/QUALIFICATION |                     |
|----------------------------|---------------------|
| X                          | Foreign LLC         |
|                            | Limited Partnership |
|                            | Reinstatement       |
|                            | Trademark           |
|                            | Other               |

Acknowledgement DCC

W. P. Verifier DCC

Ordered By:

Date:

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5 pages

# **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. Acorn-Gulfport 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. State of Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for  
(FEI number, if applicable)
4. June 9, 1999  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 767 Fifth Avenue, 26th Floor, New York, New York 10021  
(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>The Acorn Company, LLC</u>     | <u>MGR</u> | _____           | _____  |
| <u>767 Fifth Avenue, 26th Fl.</u> |            | _____           |        |
| <u>New York, New York 10021</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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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

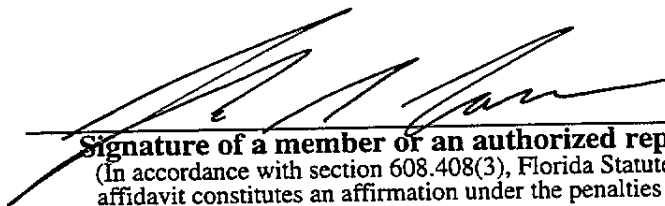
The undersigned member or authorized representative of a member of Acorn-Gulfport LLC  
\_\_\_\_\_ certifies:

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;

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 \$ 10,000;  
(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.)

John G. Caruso, Esq.

Typed or printed name of signee

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SECRETARY OF STATE

**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:

Acorn-Gulfport LLC

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

NRAI Services, Inc.

(Name)

526 E. Park Avenue

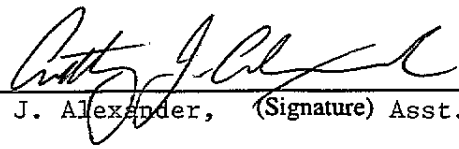
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

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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.*

  
Anthony J. Alexander, (Signature) Asst. Secretary of NRAI Services, Inc.

**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 "ACORN-GULFPORT 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 TENTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ACORN-GULFPORT LLC" WAS FORMED ON THE NINTH DAY OF JUNE, A.D. 1999.

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

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TALLAHASSEE, FLORIDA



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9796559

DATE: 06-10-99