

Division of Corporations

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## Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

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## LIMITED LIABILITY AMENDMENT

THE MEMORIAL STORE OF FLORIDA, L.L.C.

Certificate of Status	0
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**AMENDED**  
**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. THE MEMORIAL STORE OF FLORIDA, I.L.C.  
 (Name of foreign limited liability company must end with the words "limited company" or their abbreviation so contained in the name at present.)
2. Delaware  
 (Jurisdiction under the law of which foreign limited liability company is organized)
3. 650927999  
 (FEI number, if applicable)
4. 06/10/1999  
 (Date of Organization)
5. Perpetual  
 (Duration: Year limited liability company will cease to exist or "perpetual")
6. 07/01/1999  
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4200 Hollywood Boulevard  
Hollywood, Florida 33021  
 (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>Lindsey J. Thomas</u>	<u>MGRM</u>	<u>Mark I. Panciera</u>	<u>MGRM</u>
<u>1925 Sixth Street South</u>		<u>4200 Hollywood Blvd.</u>	
<u>Naples, FL 34102</u>		<u>Hollywood, FL 33021</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.)

Audit No. H99000029587 5

Audit No. H99000029587 5

**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:

THE MEMORIAL STORE OF FLORIDA, L.L.C.

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

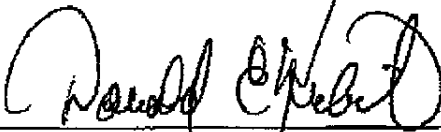
Donald E. Kubit, Esq.

(Name)

100 S.E. 2nd Street, 17th FloorFlorida street address (P.O. Box **NOT ACCEPTABLE**)Miami, Florida 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**

Audit No. H99000029587 5

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PAGE 1

Audit No. H99000029587 5

State of Delaware

## Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "THE MEMORIAL STORE OF FLORIDA, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED, SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF FORMATION FILED THE TENTH DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.

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

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Edward J. Freel, Secretary of State

0091421

AUTHENTICATION:

11-18-99

DATE:

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RESOLUTION OF THE MANAGING MEMBERS  
OF THE MEMORIAL STORE OF FLORIDA, L.L.C.

The undersigned, constituting all the Managing Members of THE MEMORIAL STORE OF FLORIDA, L.L.C., a Delaware limited liability company (the "LLC"), hereby adopt and approve the following resolutions of the LLC:

RESOLVED, that, inasmuch as the the management of the LLC has been changed from a Manager to two Managing Members, the LLC hereby discharges VOLANT L.L.C., a Delaware limited liability company authorized to do business in Florida, as Manager, and appoints the following individuals as Managing Members for the LLC:

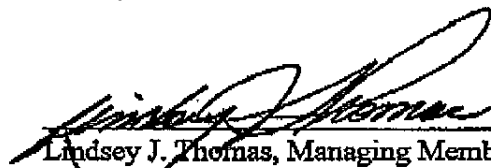
LINDSEY J. THOMAS and  
MARK J. PANCIERA;

and

RESOLVED FURTHER, that Mark J. Panciera, Managing Member, is hereby authorized and directed to amend the LLC's application for authorization to transact business in Florida accordingly.

The foregoing resolution is hereby consented to and approved by all Managing Members of the LLC as evidenced by their execution of this document.

APPROVED this 15<sup>th</sup> day of November, 1999.

  
Lindsey J. Thomas, Managing Member

  
Mark J. Panciera, Managing Member

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