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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 360855 4302267

AUTHORIZATION :

COST LIMIT : \$ 285.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ORDER DATE : August 31, 1999

ORDER TIME : 10:14 AM

ORDER NO. : 360855-005

CUSTOMER NO: 4302267

500002975735--3

CUSTOMER: Orit Kadosh, Esq
Spitzer & Feldman P.c.
405 Park Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: FELDMAN ALTAMONTE LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

| | |
|-------------------|-----|
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DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32303

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**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. FELDMAN ALTAMONTE LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of
which foreign limited liability company
is organized)
3. 8/10/99
(Date of Organization)
5. Perpetual
(Duration: Year limited
liability company will cease to
exist or "perpetual")
6. Upon filing of this authorization
(Date first transacted business in Florida (See sections 608.501, 608.502, and 817,155, F.S.))
7. 1701 Lee Road
Winter Park, Florida 32789
(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:

NAME & ADDRESS:

TITLE:

Harry Feldman

Member

1701 Lee Road

Winter Park, Florida 32789

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 "FELDMAN ALTAMONTE 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 AUGUST, A.D. 1999.

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





Edward J. Freel, Secretary of State

3081117 8300

991331480

AUTHENTICATION: 9913778

DATE: 08-10-99

**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:

FELDMAN ALTAMONTE LLC

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

M.D. CARLISLE CORP. OF FLORIDA

Name

1701 LEE ROAD

Florida Street address

WINTER PARK, FLORIDA 32789

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.

M.D. CARLISLE CORP. OF FLORIDA

By: 

Harry Feldman, Chairman of the Board

Filing Fee: \$35.00 for Designation of Registered Agent

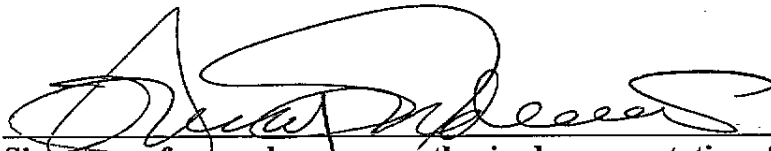
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED
LIABILITY COMPANY**

The undersigned member or authorized representative of FELDMAN ALTAMONTE LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member is \$ -0-;
- 3) if any, the agreed value of property other than cash contributed by member 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 is \$ -0-.
(This total includes amounts form 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.)

Harry Feldman

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit