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REFERENCE : 360855 4302267

AUTHORIZATION :

Patricia Kizub

COST LIMIT : \$ 285.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ORDER NO. : 360855-010

CUSTOMER NO: 4302267

400002975734--7

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

New York, NY 10022

FOREIGN FILINGS

NAME: PEARCE 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

RECEIVED  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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v. P. Verifier	

11

**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. PEARCE 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)
3. \_\_\_\_\_  
(FEI number, if applicable)
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. C/O Pearce & Mayer Realty  
1350 Avenue of the Americas, Suite 280 2  
New York, New York 10019  
(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:

Leon Pearce Member  
C/O Pearce & Mayer Realty  
1350 Avenue of the Americas, Suite 2808  
New York, New York 10019

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PEARCE 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

3081122 8300

991331491

AUTHENTICATION: 9913765

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:

PEARCE 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**

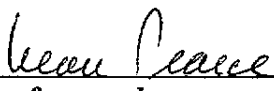
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED  
LIABILITY COMPANY**

The undersigned member or authorized representative of PEARCE 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.)

\_\_\_\_\_  
Leon Pearce  
Typed or printed name of signee

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