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Florida Department of State
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FOREIGN LIMITED LIABILITY COMPANY

REMEMBER ME ALWAYS L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 10, 1999

M. BURR KEIM COMPANY

SUBJECT: REMEMBER ME ALWAYS L.L.C.
REF: W99000025954

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please delete the affidavit information be sure to leave the signature of the member. On #8 of the application the individual listed must be titled manager or managing member.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H99000028570
Letter Number: 299A00054301

**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. REMEMBER ME ALWAYS L.L.C.
(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. New Jersey
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. July 20, 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 606.501, 608.502, and 817.155, F.S.))
7. 16 Bank Street
Medford, NJ 08055
(Street address of principal office)
8. Name(s) and business address(es) of managing member(s) or manager(s) who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

<u>Zenon J. Rotuski, managing member</u>	_____
<u>16 Bank Street</u>	_____
<u>Medford, NJ 08055</u>	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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 TALLAHASSEE, FLORIDA

Filing Fee: \$ 52.50 for Application

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: REMEMBER ME ALWAYS L.L.C.

2. The name and address of the registered agent and office is:

W. Bradley Munroe, Esquire
(Name)
239 East Virginia Street
(P.O. Box not acceptable)
Tallahassee, FL 32301
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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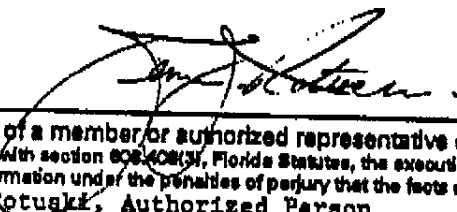
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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree 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)

9/13/99
(Date)

H99000028570 2



Signature of a member or 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.)
Zenon J. Rotuak, Authorized Person

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TALLAHASSEE, FLORIDA

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**STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING**

REMEMBER ME ALWAYS L.L.C.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Limited Liability Company was
registered by this office on July 20, 1999.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

*Levy, Angstreich, Finney Etal
Woodcrest Pavilions Ste 100
Ten Melrose Avenue
Cherry Hill, NJ 08003*

Continued on next page . . .

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

REMEMBER ME ALWAYS L.L.C.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
3rd day of September, 1999

Roland M Machold

Roland M Machold
Treasurer