1900000207 THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 072100000032

REFERENCE

AUTHORIZATION

COST LIMIT : \$ 155.00

ORDER DATE: December 21, 1999

ORDER TIME: 10:31 AM

ORDER NO. : 525515-015

400003079984--1

CUSTOMER NO: 7116946

CUSTOMER: Ms. Amy Pontillas

Stepp & Beauchamp Llp

Suite 460

1301 Dove Street

Newport Beach, CA 92660-2422

FOREIGN FILINGS

NAME: COTA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

STEPP&BEAUCHAMP

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: COTA, LLC (Name of foreign limited liability company) DELAWARE (Jurisdiction under the law of which foreign limited liabilit (FEI number, if applicable) company is organized) 12/4/98 PERPETUAL (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") 1/31/99 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 215 NORTH FEDERAL HWY, SUITE 6H BOCA RATON, FLORIDA 33432 (Street address of principal office) 8. If limited liability company is a manager-managed company, check here XX The usual business addresses of the managing members or managers are as follows: 215 NORTH FEDERAL HWY, SUITE 6H BOCA RATON, FLORIDA 33432 10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.) 11. Nature of business or purposes to be conducted or promoted in Florida: MARKETING CONSULTANT Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Typed or printed name of signee

CHRISTOPHER A. COTA

Ø1003

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

STEPP&BEAUCHAMP

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:	
COTA, LLC	
2. The name and the Florida street address of the registered agent and office are:	99 DEC 27 PM SECKETARY OF TALLAHASSEE
CHRISTOPHER A. COTA	27 27 ASSI
(Name)	THE P
215 NORTH FEDERAL HWY, SUITE 6H	D M IZ: 10 F S FATE FLORIDA
Florida street address (P.O. Box NOT ACCEPTABLE)	O AG
BOCA RATON, FL 33432 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 as provided for in Chapter 608, F.S.

(Signature)

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COTA, 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 TWENTY-THIRD DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

PILED

99 DEC 27 PH 12: 10

SECRETAIN LUF STATE
ARLAHASSEE FLURIDA

2974647 8300 991556687



0160161

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: