

M97000000582



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 520025 4373439
AUTHORIZATION : Patricia Puyatt
COST LIMIT : \$ 337.50

ORDER DATE : September 5, 1997
ORDER TIME : 10:03 AM
ORDER NO. : 520025-005
CUSTOMER NO: 4373439

300000200010-5

CUSTOMER: Lila Gaston, Legal Assistant
Akin Gump Strauss Hauer &
590 Madison Avenue
20th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: FLORIDAN OPERATING GROUP LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -8 AM 11:27

9/8/97
DIVISION OF CORPORATION
97 SEP -8 AM 10:50
RECEIVED

**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:**

97 SEP - 8 AM 11:27
STATE SECRETARY OF STATE

1. FLORIDAN OPERATING GROUP LLC
(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. Please note: "L.L.C." is not an acceptable suffix in Florida.)
2. DELAWARE 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)
4. AUGUST, 1997 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 6971 N. Federal Hwy., Suite 203
Boca Raton, FL 33487
(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)

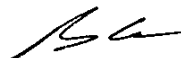
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>ML Partners, Inc.</u>	<u>MGRM</u>	_____	_____
<u>6971 N. Federal Hwy</u>		_____	
<u>Boca Raton, FL 33487</u>		_____	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

FILED
STATE
SECRETARY
DIVISION
97 SEP - 8 AM 11:21

The undersigned member or authorized representative of a member of FLORIDAN
OPERATING GROUP LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100.00
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$ 0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 100.00. This total includes amounts from 2 and 3 above.



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.)

Filing Fee: \$ 52.60 for Affidavit

**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, 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.

FILED STATE
SECRETARY OF CORPORATIONS
97 SEP - 8 AM 11:27

1. The name of the limited liability company is: FLORIDAN OPERATING GROUP LLC

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

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
(Name)

1201 HAYS STREET
(P.O. Box not acceptable)

TALLAHASSEE, FLORIDA 32301
(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.

By: Carol K. Dolor
(Signature)
Carol K. Dolor, Authorized Representative

September 5, 1997
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLORIDAN OPERATING GROUP 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 FIFTH DAY OF SEPTEMBER, A.D. 1997.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -8 AM 11: 27



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8637552

DATE:

09-05-97