



M9 7000000703

ACCOUNT NO. : 072100000032

REFERENCE : 567413 4300043

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 285.00

ORDER DATE : October 16, 1997

ORDER TIME : 11:18 AM

ORDER NO. : 567413-030

CUSTOMER NO: 4300043

CUSTOMER: Mr. Andrew S. Borrok
Proskauer Rose Llp
1585 Broadway

New York, NY 10036-8299

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21 AM 10:20

FOREIGN FILINGS

NAME: SANZAR MANAGER LLC

W97000023954

100002825611--7

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Jon A Bowling

PK

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1997

JON BOWLING
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: SANZAR MANAGER LLC
Ref. Number: W97000023954

RESUBMIT
Please give original
submission date as file date.
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DIVISION OF CORPORATIONS
FILED STATIONS

We have received your document for SANZAR MANAGER LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

Please list the NAMES and ADDRESSES of the company's MANAGING MEMBERS or MANAGERS in Item 8. Please be sure to list beside each name whether the entity or individual is a MANAGER or a 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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 197A00051315

97 OCT 22 PM 3:25
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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:*

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1. Sanzar Manager 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. Connecticut 3. Applied For
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. October 8, 1997 5. January 31, 2090
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. October 8, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Newkirk Management Co., L.P. 500 West Putnam Avenue
Greenwich, Connecticut 06830
(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>MGRM</u>	SANZAR CORP. c/o NEWKIRK MANAGEMENT CO., L.P. 500 WEST PUTNAM AVENUE GREENWICH, CONNECTICUT 06830		_____	_____
<u>MGRM</u>	JAY ZISES c/o NEWKIRK MANAGEMENT CO., L.P. 500 WEST PUTNAM AVENUE GREENWICH, CONNECTICUT 06830		_____	_____
	_____		_____	_____
	_____		_____	_____
	_____		_____	_____
	_____		_____	_____

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

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The undersigned member or authorized representative of a member of Sanzar Manager 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 \$ 1000 .
- 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
\$ 3,655 . This total includes amounts from 2 and 3 above.

Sanzar Manager LLC
By: Sanzar Corp, a member
By: _____

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.)

**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.

1. The name of the limited liability company is: Sanzar Manager LLC

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

Corporation Service Company

(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.

Corporation Service Company

By:

Vicki Schreder, Asst. V.P.

(Signature)

October 17, 1997

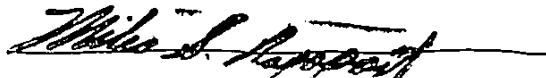
(Date)

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

SANZAR MANAGER LLC

organized under the laws of Connecticut as a Limited Liability Company,
was filed in this office on October 8, 1997 and is in existence as of
the date of this certificate.


Secretary of the State

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Date Issued: October 17, 1997