



THE UNITED STATES CORPORATION COMPANY

M9 7000000703

ACCOUNT NO. : 072100000032

REFERENCE : 567413 4300043

AUTHORIZATION : Patricia Pzyts

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

100002325611--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

JK

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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 data as file date.  
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DIVISION OF CORPORATIONS  
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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

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97 OCT 22 PM 3:25  
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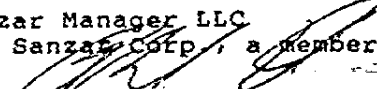


**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

FILED  
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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 606.406(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: \$ 52.50 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.

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

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 Schreiber, Asst. V.P.

(Signature)

October 17, 1997

(Date)

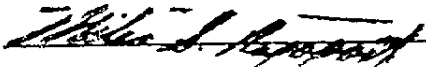
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Office of the Secretary of the State of Connecticut

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