



THE UNITED STATES CORPORATION COMPANY

M98000000537

ACCOUNT NO. : 072100000032

REFERENCE : 832811 4336159

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 285.00

FILED SECRETARY OF STATE'S DIVISION OF CORPORATIONS 98 MAY 28 PM 3:10

ORDER DATE : May 27, 1998

ORDER TIME : 10:32 AM

ORDER NO. : 832811-005

CUSTOMER NO: 4336159

CUSTOMER: J. Carol Smith, Legal Asst
Stutzman & Bromberg
Suite 2200
2323 Bryan Street
Dallas, TX 75201

700002539247--6

FOREIGN FILINGS

NAME: CONCORD RETAIL ASSOCIATES, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Karen B. Rozar

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BR 5/24/98

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 28 PM 2:10

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. Concord Retail Associates, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if no so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. May 26, 1998
(Date of Organization)
5. Perpetual
(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. 28 State Street
Boston, Massachusetts 02109
(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>Arthur I. Segel</u>	<u>MGR</u>	<u>Michael A. Ruane</u>	<u>MGR</u>
<u>28 State Street</u>		<u>28 State Street</u>	
<u>Boston, Massachusetts 02109</u>		<u>Boston, Massachusetts 02109</u>	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR 28 PM 3:10

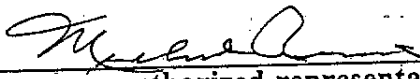
The undersigned member or authorized representative of a member of _____
Concord Retail Associates, L.L.C. certifies:

1) the above named limited liability company has at least one member ;

2) the total amount of cash contributed by the member(s) is \$80,000.00 ;

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.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$80,000.00 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)
Arthur I. Segel or Michael A. Ruane, as Managers

Michael A. Ruane, as a Manager
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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SECRETARY OF CORPORATIONS
98 MAY 28 PM 3:10

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 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:

Concord Retail Associates, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee FL 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.

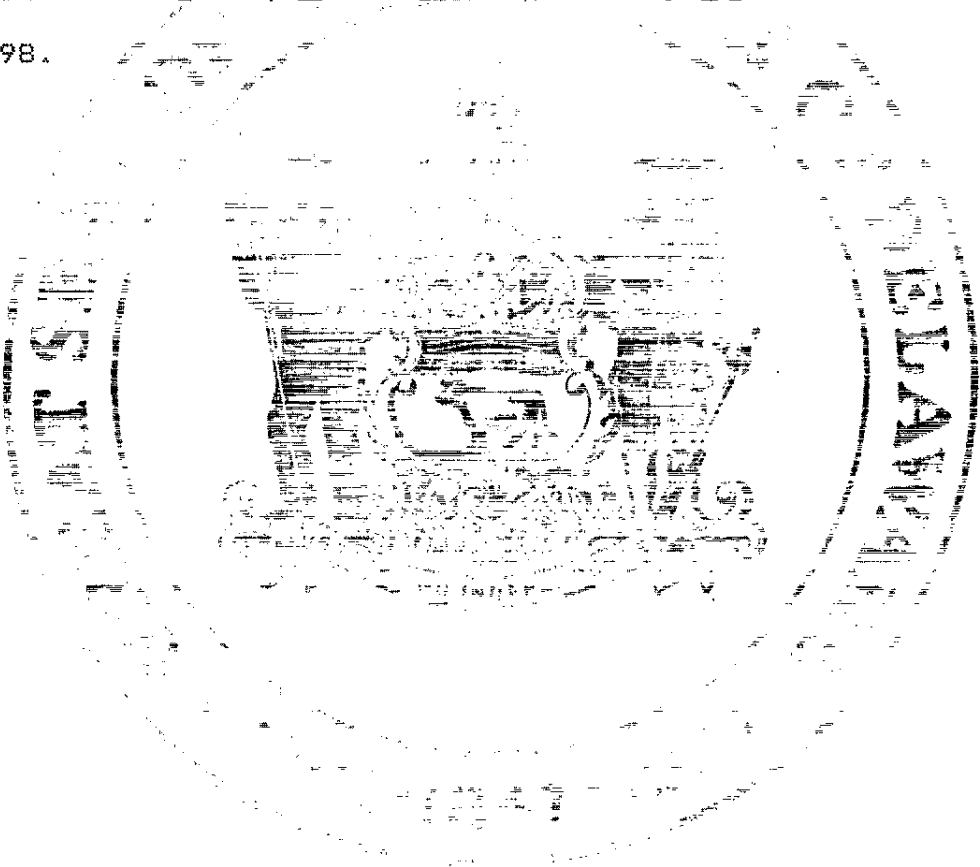
Corporation Service Company
By: Karen B. Rozar
(Signature) **Karen B. Rozar, As Its Agent**

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 "CONCORD RETAIL ASSOCIATES, L.L.C." 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-SEVENTH DAY OF MAY, A 1998.

FILED STATE SECRETARY OF CORPORATIONS DIVISION OF 98MAY 28 PM 3: 10



Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION:

9103753

DATE:

05-27-98