Document Number Only

M98000000995

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

000002630150--7
-09/01/98--01045--024
****285.00 ****285.00

CORPORATION(S) NAME

CPH, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -1 PM 1:00

7

( ) Profit
( ) NonProfit
~~( ) Limited Liability Co.~~
~~(X) Foreign~~

( ) Amendment
( ) Dissolution/Withdrawal

( ) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement
( ) Certified Copy

( ) Annual Report
( ) Name Registration
( ) Fictitious Name
( ) Photo Copies

( ) Other
( ) Change of R.A.
( ) UCC
( ) CUS

( ) Call When Ready
(●) Walk In
( ) Mail Out

( ) Call if Problem
( ) Will Wait

( ) After 4:30
(●) Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

SEP 01 1998

Thanks,
Jeff

MK 9/1/98

RECEIVED
98 SEP -1 AM 11:56
DIVISION OF CORPORATION

CR2E031 (1-89)

RECEIVED

FLORIDA DEPARTMENT OF STATE 98 SEP 10 PM 12: 14
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -1 PM 1:00

September 1, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: CPH, LLC
Ref. Number: W98000020046

We have received your document for CPH, LLC and your check(s) totaling $285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your $285.00 payment.

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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: 798A00045067

Please back-date

Thanks

RESOLUTION OF MANAGING MEMBERS OR MANAGERS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -1 PM 1:00

I, the undersigned Daniel T. Feiner, Treasurer of CITYP Ventures Inc.,
(Name)

do hereby certify that this Resolution of the Managing Members or Managers of

CPH, LLC,
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of the State of

Delaware, was duly adopted on September 2, 19 98.

Be it resolved, that CPH, LLC,
(Name of Limited Liability Company)

organized and existing in the state of Delaware, hereby adopts the

name of CITPH, LLC for use in Florida.

Dated: September 2, 1998

CPH, LLC
By: CITYP Ventures Inc., sole Member

Daniel T Feiner

Signature of a Member or an Authorized Representative of a Member
By: Daniel T. Feiner, Treasurer

1/16/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 1 PM 4:00

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:

1. CPH, 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.)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. applied for
(FEI number, if applicable)

4. August 14, 1998
(Date of Organization)

5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. November 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. c/o Brew Moon Enterprises Inc.
3 Boylston Place, Boston, MA 02116-4602
(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:
CITYP Ventures Inc. c/o Brew Moon Enterprises Inc. 3 Boylston Place Boston, MA 02116-4602	MGRM		

F98000004960

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.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 ... -1 PM 1:00

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of CPH, LLC certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is $10,000;

3) if any, the agreed value of property other than cash contributed by member(s) is $ — ;
(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 $2,000,000.
(This total includes amounts from 2 and 3 above.)

CPH, LLC
By: CITYP Ventures Inc., member
By: Elliot J. Feiner

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.)

Elliot J. Feiner, President

Typed or printed name of signee

Filing Fee: $250.00 for Application and Affidavit

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
98 SEP -1 PM 1:00

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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: CPH, LLC

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

C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 33324
(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.

C T CORPORATION SYSTEM

(Signature) 8/31/98 (Date)

Lauren H. Kreatz, Special Asst. Secy.

FILING FEE: $35 for Designation of Registered Agent

(FLA. - LLC 3364 - 3/10/97)
CT System

State of Delaware

Office of the Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -1 PM 1:00

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CPH, 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-EIGHTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

Edward J. Freel

Edward J. Freel, Secretary of State

2933296 8300

AUTHENTICATION: 9275149

DATE: 08-28-98

981337068