



M99000000214

ACCOUNT NO. : 072100000032

REFERENCE : 134836 80983A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 15, 1999

ORDER TIME : 12:18 PM

ORDER NO. : 134836-005

CUSTOMER NO: 80983A

CUSTOMER: Robert F. Greene, Esq.
Greene Donnelly Schermer
Suite 400
1301 6th Avenue West
Bradenton, FL 34205

800002776048-9
-02/15/99--01087--023
2315.00 *407.50

File
2/29

FOREIGN FILINGS

NAME: BGKV BAYSHORE, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY ~~333~~ QUANTITY 2*****
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING ~~333~~ QUANTITY 2*****

CONTACT PERSON: Robert Maxwell

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 15 PM 3:01

99 FEB 15 PM 2:37
DIVISION OF CORPORATIONS

CF ~~CF~~ - 285.00
CERT - 122.50

NPL
2/16/99

**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:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9/20/99
15 PM 3:01

1. BGKV Bayshore 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. New Mexico 3. N/A
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 19, 1999 5. January 19, 2059
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 330 Garfield Street, Santa Fe, New Mexico 87501

(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)

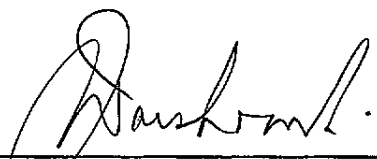
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
James Warshawski 330 Garfield St. Santa Fe, NM 87501	President and Manager		
Edward M. Gilbert 330 Garfield St. Santa Fe, NM 87501	Vice President and Manager		
Fred Kolber 330 Garfield St. Santa Fe, NM 87501	Manager		

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 15 PM 3:01

The undersigned member or authorized representative of a member of BGKV Bayshore LLE
a New Mexico limited liability company deposes and says:

- 1) the above named limited liability company has ^{one} ~~at least two~~ members
- 2) the total amount of cash contributed by the member(s) is \$ 100
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ N/A . 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 . 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.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 15 PM 3:01

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: BGKV Bayshore LLC

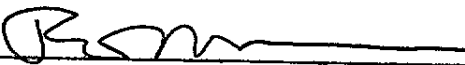
2. The name and address of the registered agent and office is:

Robert Greene, Esq. c/o Greene, Donnelly & Schermer
(Name)

1301 6th Avenue West, Ste. 400
(P.O. Box not acceptable)

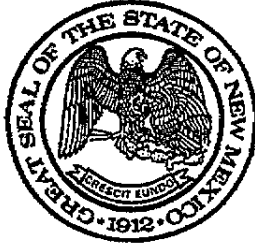
Bradenton, Florida 34205
(City/State/Zip)

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: 
(Signature)

2/9/99
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent



99 FEB 15

OFFICE OF THE PUBLIC REGULATION COMMISSION

CERTIFICATE OF GOOD STANDING AND COMPLIANCE

IT IS HEREBY CERTIFIED that:
BGKV BAYSHORE LLC

1983097

an organization organized under the laws of
NEW MEXICO

is duly authorized to transact business in New Mexico, as
a Domestic Organization, under the
LIMITED LIABILITY COMPANY ACT
(53-19-1 TO 53-19-74 NMSA 1978)

having filed its Articles of Organization JANUARY 19, 1999
and Certificate of Organization issued as of said date.

IT IS FURTHER CERTIFIED that the fees due the Public Regulation Commission, which have been assessed against the aforesaid organization, have been paid to date and aforesaid organization is in good standing and duly authorized to transact business as its existence has not been revoked in New Mexico. This Certificate is not to be construed as an endorsement, recommendation or notice of approval of the organization's financial condition or business activities and practices. This Certificate of Good Standing and Compliance expires when existence ceases as provided by law.

Dated: JANUARY 28, 1999

In testimony whereof, the State Public Regulation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to be affixed at the City of Santa Fe

Linda M. Louie
Chairman

Maria C. Anderson
Bureau Chief