

98050005T1110



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 891863 4374025

AUTHORIZATION :

Patricia Pizzit

COST LIMIT : \$ 337.50

ORDER DATE : July 15, 1998

ORDER TIME : 10:02 AM

ORDER NO. : 891863-005

CUSTOMER NO: 4374025

CUSTOMER: Ms. Tess Cledera
Investcorp International, Inc.
280 Park Avenue
37th Floor, West Building
New York, NY 10017

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 17 PM 12:41

FOREIGN FILINGS

B

NAME: BOYNTON-CATALINA GP, LLC

300002591583--3

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Cassandra Bryant

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98 JUL 17 AM 10:36

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7/17/98

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 12:11

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. Boynton-Catalina GP, 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. 13- 4011520
(FEI number, if applicable)
- 4. June 23, 1998
(Date of Organization)
- 5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. July 20, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 9 East Loockerman Street
Dover, DE 19901
(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:
1620 North Spring Street, Inc.	MGRM		
280 Park Avenue, 37th Floor			
New York, NY 10017			


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.)

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Boynton-Catalina GP, 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 \$ 56,000 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ Ø ;
(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 \$ 56,000 ;
(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.)

F. Jonathan Dracos, Vice President of 1620 North Spring Street, Inc.
 Managing Member

 Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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DIVISION OF CORPORATIONS
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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:

Boynton-Catalina GP, LLC

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

Corporation Service Company

(Name)

1201 Hayes Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

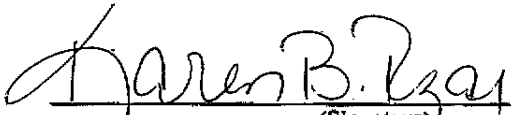
Tallahassee

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.


(Signature)

Karen B. Rozar, Asst. Sec.
Corporation Service Company

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOYNTON-CATALINA GP, 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 SIXTEENTH DAY OF JULY, A.D. 1998.

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

2911786 8300

981276564



Edward J. Freel

Edward J. Freel, Secretary of State

9200378

07-16-98

AUTHENTICATION:

DATE: