



ACCOUNT NO. : 072100000032

REFERENCE : 643793 4300123

AUTHORIZATION :

COST LIMIT : \$ 125.00

FILED
00 MAR 30 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 29, 2000

ORDER TIME : 11:07 AM

ORDER NO. : 643793-010

700003190217--7

CUSTOMER NO: 4300123

CUSTOMER: Ms. Claudia A. Natali
Battle Fowler Llp
75 East 55th Street
Park Avenue Tower
New York, NY 10022-3205

FOREIGN FILINGS

NAME: 3MS OF CITY PLACE LLC

100-609

| | |
|-----------------|-------|
| Name | 02330 |
| Availability | |
| Updator | |
| Verifier | |
| Acknowledgement | |
| W. P. Verifier | |

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Jeanine Reynolds

RECEIVED
00 MAR 30 PM 12:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. 3Ms OF CITY PLACE LLC
(Name of foreign limited liability company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. FEBRUARY 10, 2000
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company was organized to exist or "perpetual")
6. FEBRUARY 16, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 344 Plaza Real, Boca Raton, FL 33432

(Street address of principal office)

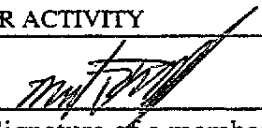
8. If limited liability company is a manager-managed company, check here ☒
9. The usual business addresses of the managing members or managers are as follows:

MAR RESTAURANT ASSOCIATES LLC,
344 Plaza Real, Boca Raton, FL 33432

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

ANY LAWFUL ACT OR ACTIVITY



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Michael Freundlich

Typed or printed name of signee

FILED
00 MAR 30 PM 1 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

3 ms of CITY PLACE LLC

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)

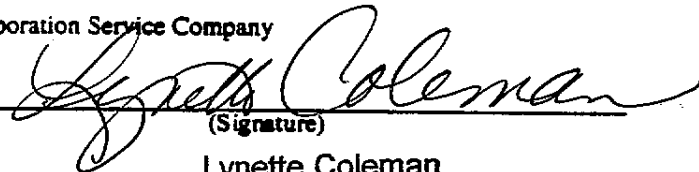
Tallahassee

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 as provided for in Chapter 608, F.S.

Corporation Service Company



(Signature)

Lynette Coleman
as its agent

| | |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application |
| \$ 25.00 | Designation of Registered Agent |
| \$ 30.00 | Certified Copy (optional) |
| \$ 5.00 | Certificate of Status (optional) |

FILED
00 MAR 30 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "3MS OF CITY PLACE 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-NINTH DAY OF MARCH, A.D. 2000.



Edward J. Freel

Edward J. Freel, Secretary of State

3174420 8300

AUTHENTICATION: 0348483

001160105

DATE: 03-29-00