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KAYE, SCHOLER, FIERMAN, HAYS & HANDLER, LLP

A NEW YORK LIMITED LIABILITY PARTNERSHIP

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June 11, 2000

**FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

800003287528--0  
-06/13/00--01082--017  
\*\*\*\*160.00 \*\*\*\*160.00

Re: Registration to transact business in Florida

Dear Sir/Madam:

In accordance with the instructions to register a foreign limited liability company to transact business in Florida, enclosed please find the following:

1. **Completed** Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. **Completed** Certificate of Designation of Registered Agent/Registered Office;
3. **Original** Good Standing Certificate/Certificate of Existence from the State of New York dated June 5, 2000;
4. Check in the amount of \$160.00 made payable to Florida Department of State to cover the following fees: filing fee for application (\$100.00), designation of registered agent (\$25.00), certified copy (\$30.00), and certificate of status (\$5.00).

Kindly issue a letter of acknowledgment upon registration. The letter of acknowledgment should be sent to me at the following address:

Lori M. Swedlow  
Kaye, Scholer, Fierman, Hays & Handler, LLP  
425 Park Avenue  
New York, New York 10022

mtw  
6/15

KAYE, SCHOLER, FIERMAN, HAYS & HANDLER, LLP

Registration Section

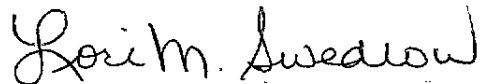
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June 11, 2000

If you have any questions please do not hesitate to contact me at (212) 836-8755.

Thank you for your prompt attention to this matter.

Sincerely,



Lori M. Swedlow  
Sr. Legal Assistant

/LMS

enclosure

cc: Sal Mastro Simone, Esq.

FILED  
00 JUN 13 11:05  
SEC. OF STATE  
TALLAHASSEE, FLA.

**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. Centre Garden City, LLC  
(Name of foreign limited liability company)
2. New York  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. 7/6/98  
(Date of Organization)
5. 12/31/2075  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Has not yet transacted business  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Centre Management, LLC 108-48 70th Road  
Forest Hills, NY 11375  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

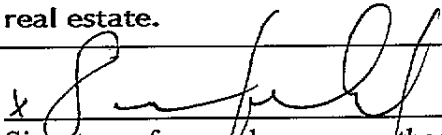
9. The name and usual business addresses of the managing members or managers are as follows:

Manager: Seymour Grabel, 767 Fifth Avenue, New York, NY 10153

Manager: Arthur Anderman, 108-18 Queens Boulevard, Forest Hills, NY 11375

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: Owner of  
commercial real estate.

  
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.)

Seymour Grabel  
Typed or printed name of signee

**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:

Centre Garden City, LLC

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

Kaye, Scholer, Fierman, Hays & Handler, LLP

(Name)

777 South Flagler Drive

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

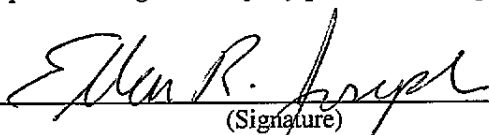
West Palm Beach

FL

33401

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..*



(Signature)

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

**State of New York } ss:  
Department of State**

*I hereby certify, that CENTRE GARDEN CITY, LLC a NEW YORK Limited Liability Company filed a Certificate of Conversion pursuant to the Limited Liability Company Law on 07/09/1998, and that the Limited Liability Company is subsisting so far as shown by the records of the Department.*

*An Affidavit of Publication of CENTRE GARDEN CITY, LLC was filed on 10/30/1998.*

*An Affidavit of Publication of CENTRE GARDEN CITY, LLC was filed on 10/30/1998.*

*The Limited Liability Company has filed Affidavits of Publication under the Limited Liability Company Law.*



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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 05th day of June  
two thousand.*

*Special Deputy Secretary of State*

FILED  
90 JUN 13 11:06  
TALMADGE