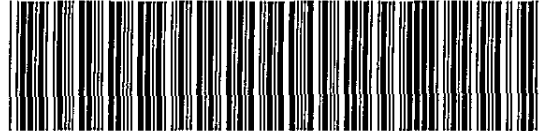


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TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

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ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 991560 4300123

AUTHORIZATION :

Patricia Pizoto

COST LIMIT : \$ 125.00

ORDER DATE : March 31, 2003

ORDER TIME : 2:32 PM

ORDER NO. : 991560-005

CUSTOMER NO: 4300123

CUSTOMER: Ms. Terri Finnegan
Paul Hastings Janofsky &
75 East 55th Street
Suite 1636
New York, NY 10022-3205

FOREIGN FILINGS

NAME: AGO MIAMI LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Sara Lea -- EXT#_1114

EXAMINER: _____

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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:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. AGO MIAMI LLC
(Name of foreign limited liability company)

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

3. PERPETUAL
(FBI number, if applicable)

4. FEBRUARY 27, 2003
(Date of Organization)

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

6. FEBRUARY 27, 2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. C/O YG & CO, 477 Madison Avenue, New York, NY
(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:

Ira Yohalem, c/o YG & Co., 477 Madison Avenue, New York, NY

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: TO ENGAGE IN ANY LAWFUL

ACT OR ACTIVITY FOR WHICH AN LLC MAY BE QUALIFIED UNDER FLORIDA LAW, INCLUDING RESTAURANT AND FOOD SERVICE

/s/Ira Yohalem

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.)

IRA YOHALEM

Typed or printed name of signee

FILED

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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:

AGO MIAMI LCC

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.

John H. Pelletier
(Signature)

JOHN H. PELLETIER	\$ 100.00	Filing Fee for Application
ASST. VICE PRESIDENT	\$ 25.00	Designation of Registered Agent
	\$ 30.00	Certified Copy (optional)
	\$ 5.00	Certificate of Status (optional)

Delaware

The First State

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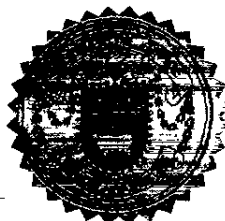
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGO MIAMI 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 THIRTY-FIRST DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AGO MIAMI LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2003.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2339997

DATE: 03-31-03

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