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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: PROSKAUER ROSE GOETZ & MENDELSON
CONTACT: KATHY RASLER
PHONE: (407)995-4751

ACCT#: 074673001063

FAX #: (407)241-7145

NAME: CHEM SYSTEMS VENTURES LLC

AUDIT NUMBER.....H97000001662

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1997

KATHY RASLER
2255 GLADES ROAD, SUITE 340W
BOCA RATON, FL 33431

SUBJECT: CHEM SYSTEMS VENTURES LLC
REF: W97000002178

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A limited liability company may not serve as its own registered agent. Please designate an individual, an active domestic corporation or limited liability company, or a foreign corporation or limited liability company authorized to transact business within the state, having a Florida street address identical with that of the registered office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6020.

Tammi Cline
Document Specialist

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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:

1. CHEM SYSTEMS VENTURES 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: LLC is not an acceptable suffix in Florida.)
2. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(A FEI number, if applicable)
4. 3/13/96
(Date of Organization)
5. 50 years
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 3/13/96
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 617.155, F.S.))
7. 303 South Broadway
Tarrytown, New York 10591
(Street address of principal office)

8. List and indicate in the space provided the name, title, and business address of each manager (MGR) or manager (MGR). It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Peter H. Spitz</u>	<u>General Manager</u>		
<u>145 Edgemont Road</u>			
<u>Scarsdale, NY</u>			
<u>10583</u>			

HENRY LICHTENBERGER
FL Bar No. 0938298
Proskauer Rose Gertz & Mendelsohn LLP
2255 Glades Road, Suite 340N
Boca Raton, FL 33431
407-241-7400

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Filing Fee: \$ 52.50 for Application

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

The undersigned member or authorized representative of a member of Chem Systems
Ventures LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ -0- . 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
\$ 100,000 . This total includes amounts from 2 and 3 above.

Marshall Frank

Signature of a member or authorized representative of a member.
(In accordance with section 606.406(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Marshall Frank, Member

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Filing Fee: \$ 52.50 for Affidavit

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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, 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: Chem System Ventures LLC

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

Marshall Frank

(Name)

2882 Banyon Blvd Circle NW(P.O. Box or Mail Drop Box **NOT** acceptable)Boca Raton, FL 33431

(City/State/Zip)

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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.

Marshall Frank
(Signature)

Jan. 23, 1997
(Date)

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Filing Fee: \$ 35 for Designation of Registered Agent

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State of New York | ss:
Department of State

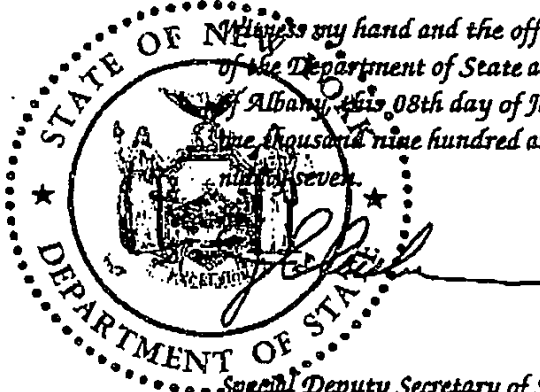
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I hereby certify, that CHEM SYSTEMS VENTURES LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 03/19/1996, and that the limited liability company is subsisting so far as shown by the records of the Department.

A Certificate of Affidavit of Publication of of CHEM SYSTEMS VENTURES LLC was filed on 07/30/1996.

A Certificate of Affidavit of Publication of of CHEM SYSTEMS VENTURES LLC was filed on 07/30/1996.

The limited liability company has filed proofs of publication under section 206 (a) of the Limited Liability Company Law.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 08th day of January
one thousand nine hundred and
ninety seven.

Special Deputy Secretary of State

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