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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32414

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****140.00 ****140.00

Attention: Foreign Limited Liability Company Section

Re: Jay Harris, L.L.C.

Dear Sir or Madam:

Enclosed please find the following forms in connection with the qualification of Jay Harris, L.L.C. in Florida:

1. Application By Foreign Limited Liability Company For Authorization to Transact Business in Florida.
2. Affidavit of Membership and Contributions to Foreign Limited Liability Company.
3. Certificate of Designation of Registered Agent/Registered Office.
4. Original Certificate of Existence from the Delaware Secretary of State.

Also enclosed is a check made payable to the Florida Department of State in the amount of \$140. Please send to the undersigned a letter of acknowledgment once the documents have been filed.

Thank you for your assistance.

| | |
|--|----|
| Name Availability | OK |
| Document Examiner | OK |
| Updater | OK |
| Updater Verifier | OK |
| Secretary or State.doc Acknowledgement | OK |
| W. P. Verifier | OK |

Very truly yours,

Jay Harris

JSR/pb
Enclosures

W:\sr24572\0003\LTR to FLA Secretary or State.doc

APT-2203
550 S. OCEAN BLVD
BOCA RATON, FL 33432

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. Jay Harris, L.L.C.
(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: L.L.C. is not an acceptable suffix in Florida.)

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

3. 65-0737278
(FEI number, if applicable)

4. January 29, 1997
(Date of Organization)

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

6. Affairs have yet to commence (upon qualification)
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 550 South Ocean Blvd., Apt. 2203
Boca Raton, Florida 33432
(Street address of principal office)

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

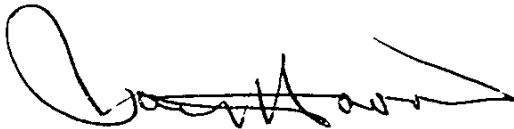
| NAME AND ADDRESS: | TITLE: | NAME & ADDRESS: | TITLE: |
|----------------------------------|-------------|-----------------|---------|
| <u>Jay Harris</u> | <u>MGRM</u> | <u></u> | <u></u> |
| <u>550 South Ocean Blvd.</u> | | <u></u> | |
| <u>Apt. 2203</u> | | <u></u> | |
| <u>Boca Raton, Florida 33432</u> | | <u></u> | |
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Jay Harris, L.L.C.

_____ deposes and says:

- 1) the above named limited liability company has ~~at least two~~^{one} members
- 2) the total amount of cash contributed by the member(s) is \$ 5,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ ----- . 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
\$ ----- . This total includes amounts from 2 and 3 above.



Signature of a member or 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 that facts stated herein are true.)

FILED
JAN 21 1994
CLERK OF COURT
JAY HARRIS, L.L.C.

**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: Jay Harris, L.L.C.

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

Jay Harris

(Name)

550 South Ocean Blvd., Apt. 2203

(P.O. Box or Mail Drop Box NOT acceptable)

Boca Raton, Florida 33432

(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.

By: 

(Signature)

4/17/97

(Date)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JAY HARRIS, L.L.C." 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 FOURTH DAY OF APRIL, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "JAY HARRIS, L.L.C." WAS FORMED ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 1997.

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



Edward J. Freel, Secretary of State

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AUTHENTICATION: 8404591

DATE: 04-04-97