



THE UNITED STATES
CORPORATION
COMPANY

M9 7000000 2 71

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 APR -9 PM 3:25

ACCOUNT NO. : 072100000032

REFERENCE : 321748 163209A

AUTHORIZATION :

COST LIMIT : \$ ~~52.50~~ 140.00

ORDER DATE : April 8, 1997

ORDER TIME : 4:18 PM

ORDER NO. : 321748-005

CUSTOMER NO: 163209A

500002138185--5

CUSTOMER: Ms. Darlene Santalucia
Spear Leeds & Kellogg
120 Broadway

New York, NY 10271

Patricia Pizzuto

FOREIGN FILINGS

M9 7000000 2 84

NAME: SLK LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
X PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

File 1ST

today date

RECORDED
97 APR -9 PM 1:04
DIVISION OF CORPORATIONS

BK 5/14/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RESUBMIT

April 9, 1997

GAIL SHELBY
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: SLK LLC
Ref. Number: W97000008284

Please give original
submission date as file date.

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We have received your document for SLK LLC and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

ALSO, PLEASE note that the total required to file this application is \$140.00. PLEASE CORRECT amount on cover sheet.

ALSO, PLEASE note that on the Affidavit, Item 4 must be at least as great as the sum of Item 2 plus Item 3. So Item 4 would be at least \$100,000,000.00.,

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 497A00017908

RECEIVED
97 MAY 15 PM 2:16

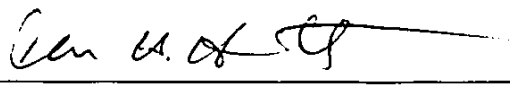
RESOLUTION OF LIMITED LIABILITY COMPANY

I, the undersigned Carl H. Hewitt, do hereby certify that this Resolution of the Managing Members of SLK LLC a limited liability company duly organized and existing under the laws of the State of New York was duly adopted on December 30, 1994.

Resolved, that SLK LLC, organized and existing in the State of New York, hereby adopts the name Kellogg (GP) LLC for use in the State of Florida.

Dated: May 14, 1997

SLK Management Inc.
Managing Member

By: 
Carl H. Hewitt, Secretary

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MAY 14 1997
PH 3:25

***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:***

NAME AND ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>SLK Management, Inc.</u>	<u>Manager</u>	<u>See attached for</u>	<u>Members</u>
<u>120 Broadway</u>		<u>See attached for Address for</u>	
<u>New York, NY 10271</u>		<u>all Members listed.</u>	
<u></u>		<u></u>	
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SECRETARY OF STATE
DIVISION OF REGISTRATIONS
97 APR 97 PM 3:25

MEMBERS
of
SLK LLC

Name

Margaret B. Baker
Patrick C. Boyle, Jr.
Thomas J. Bradley
Andrew Cader
Mark A. Castellano
Todd J. Christie
Matthew J. Cody
Lawrence Cohen
Joseph E. Corso
James A. Coufos
John C. Cutillo
Randy S. Dorfman
Randy W. Frankel
Gary F. Goldring
Thomas J. Gravina
Edward S. Gutman
Carl H. Hewitt
Richard R. Hogan
Fred J. Kambeitz
Peter R. Kellogg
William J. Kenney
Philip E. Lagana
Andrew J. Lenza
Robert W. Luckow
Lowell J. Millar
John J. Minio
Stephen C. Moss
Timothy R. Mullen
William G. Peskoff
Richard G. Salvatore
Peter J. Salvatore
Robert Schaefer
Norman R. Schlanger
Patrick P. Scire
Harvey Silverman
Steven R. Starker
Stuart L. Sternberg

Todd A. Stuart
Alfred Thomas
Gary S. Tolchin
George F. Varsam
Bryant M. Yunker, Jr.

Address for all:

120 Broadway
New York, NY 10271

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

The undersigned member or authorized representative of a member of SLK 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 \$ 100,000,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ N/A . 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
\$ 100,000,000 . This total includes amounts from 2 and 3 above.

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DIVISION OF CORPORATE OPERATIONS
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Signature of a member or authorized representative of a member
(in accordance with section 808.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that that facts stated herein are true.)

officer of manager

**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: SLK LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee, FL 32301

(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.

Corporation Service Company

By: Gail Shelby, as agent
GAIL SHELBY (Signature)

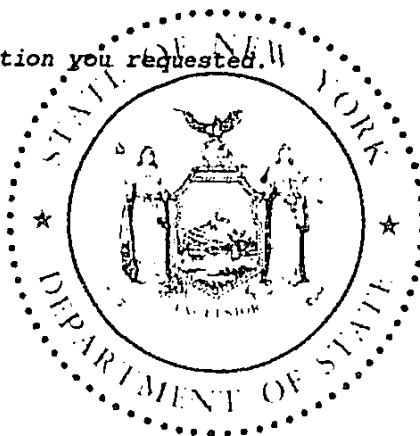
4/7/97

(Date)

CSC NETWORKS/PRENTICE HALL

CUST REF: 321748-005

Enclosed is the information you requested.



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

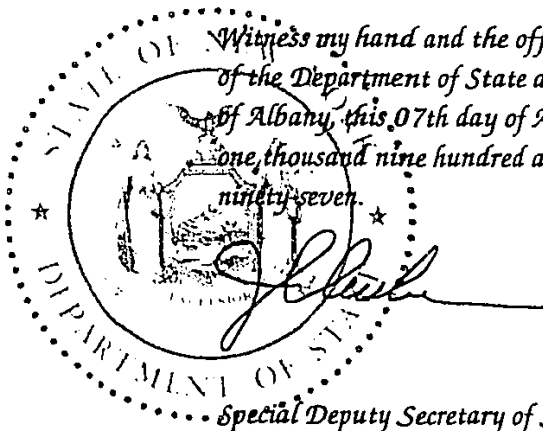
I hereby certify, that SLK LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 12/30/1994, and that the limited liability company is subsisting so far as shown by the records of the Department.

A Certificate of Affidavit of Publication of of SLK LLC was filed on 04/24/1995.

A Certificate of Affidavit of Publication of of SLK LLC was filed on 04/24/1995.

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

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 07th day of April
one thousand nine hundred and
ninety seven.



[Signature]
Special Deputy Secretary of State

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