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6/25/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: FOWLER, WHITE, BURNETT, ET AL
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NAME: SFM LLC

AUDIT NUMBER.....H97000010477

DOC TYPE.....FOREIGN LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 5

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Page	2
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STANDARD OF STATE
DIVISION OF CORPORATIONS
97 JUN 27 PM 1:35

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Audit No. H97000010477

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDAIN 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. SFM 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)2. DELAWARE(Jurisdiction under the law of which foreign limited liability
company is organized)3. (Application Pending)

(FEI number, if applicable)

4. JUNE 17, 1997

(Date of Organization)

5. Thirty (30) Years(Duration: Year limited liability company will exist to
exist or "perpetual")6. Will commence upon qualification:

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.133, F.S.)

7. The Mall at 163rd Street1421 N.E. 163rd Street, North Miami Beach, FL 33162

(Street address of principal office)

8. List name, title, and business address of each managing member (MGRM) or manager (MGR) who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
FFM HOLDING CORP. 380 Madison Avenue 9th Floor New York, NY 10017	Manager		
<u>F97000002148</u>			

Morton P. Brown, Esq.
Fowler, White, Burnett, Hurley,
Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131
Tel. 305-789-9200
Florida Bar No. 0009433

Audit No. H97000010477

57 JUN 27 PM 1:35

SECRETARY OF STATE
DIVISION OF CORPORATIONS

Audit No. H97000010477

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of _____
SFM 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 \$ 10
- 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 amount of cash or property anticipated to be contributed by member(s) is \$ 1,500,000
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,500,000

By: PFM HOLDING CORP., a
Delaware corporation - Manager

By: Mark Braconnier

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 the facts
stated herein are true.)

Mark Braconnier
Vice President

Filing Fee: \$250.00 for Application and Affidavit

Audit No. H97000010477

Audit No. H97000010477

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

SFM LLC

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

MORTON P. BROWN

(Name)

100 SE 2nd Street 17th floorMiami, Florida 33131

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

(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: Morton P. Brown

(Signature)

Morton P. Brown

June 25, 1997

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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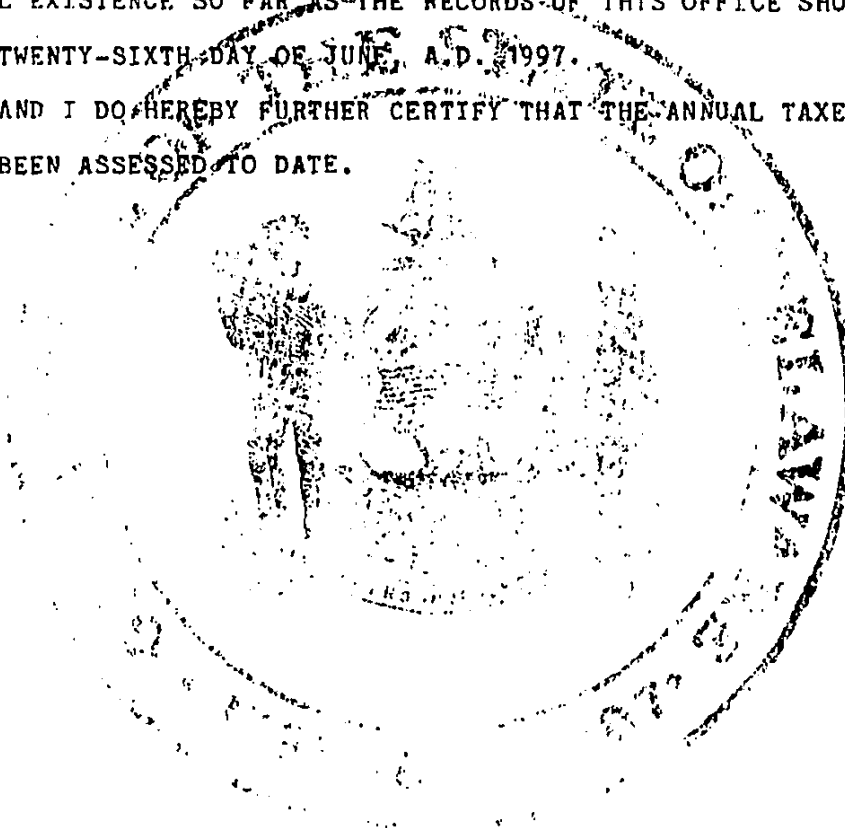
Audit No. H97000010477

PAGE 1

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SFM 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 TWENTY-SIXTH DAY OF JUNE, A.D. 1997.

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



SECRETARY OF STATE
OFFICE OF REGISTRATIONS
97 JUN 27 PM 1:05



Edward J. Freel

Edward J. Freel, Secretary of State

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Audit No. H97000010477

AUTHENTICATION:

8531361

DATE:

06-26-97