



M97000000 422

ACCOUNT NO. : 072100000032

REFERENCE : 464066 4320060

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ ~~20.00~~ 28.00

ORDER DATE : July 16, 1997

ORDER TIME : 11:35 AM

ORDER NO. : 464066-010

400002239824--8

CUSTOMER NO: 4320060

CUSTOMER: Emma Maddon, Legal Assistant
Graham & James
24th Floor
885 Third Avenue
New York, NY 10022-4834

FOREIGN FILINGS

NAME: POLO CHASE VENTURE, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 16 PM 2:31

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

Handwritten initials: BK
RECEIVED
JUL 16 PM 1:08

FAX NO. 3029987078

P.O.

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:

FILED STATE
SECRETARY OF CORPORATIONS
JUL 16 PM 2:31

- | NAME & ADDRESS: | TITLE: | NAME & ADDRESS: | TITLE: |
|------------------------|--------|-----------------|--------|
| Richard Schechter | CEO | | |
| 2101 McCay Bend | MGRM | | |
| Suite 4K | | | |
| Coconut Creek FL 33066 | | | |

SENT BY: GRAHAM & JAMES LLP

; 7-15-97 ; 2:43PM ;

OFFICE SERVICES

301 320 3744:0 5

JUL-15-97 TUE 11:28 AM CSC

FAX NO. 3029087078

P. 07

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 808.415 or 808.507, 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: POLO CHASE VENTURE, LLC

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

CORPORATION SERVICE COMPANY

(Name)
1201 Hays Street

(P.O. Box not acceptable)
Tallahassee, Florida 32301-2607

(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:

Karen B. Rozar
(Signature)

Karen B. Rozar, As Its Agent

July 15, 1997

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 16 PM 2:31

JUL-15-97 TUE 11:28 AM CSC

FAX NO. 3029887078

P. 08

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 16 PM 2:31The undersigned member or authorized representative of a member of POLO CHASE VENTURE, 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 \$ \$200,000
- 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
\$ \$200,000 . This total includes amounts from 2 and 3 above.



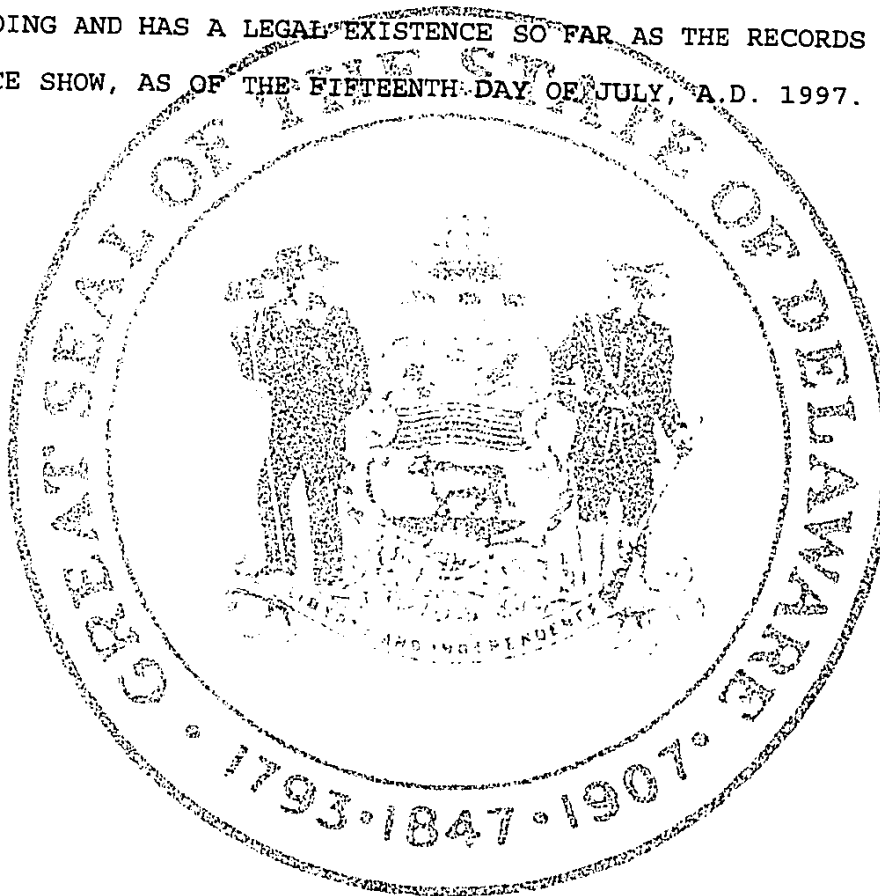
Signature of a member or authorized representative of a member.
(In accordance with section 602.408(2), Florida Statute, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Richard Schachter, Chief Executive Officer

Filing Fee: \$ 52.50 for Affidavit

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POLO CHASE VENTURE, 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 FIFTEENTH DAY OF JULY, A.D. 1997.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 16 PM 2:31



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8558650

07-15-97

2772558 8300

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