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GLASSBERG & GLASSBERG, P.A.

1450 MADRUGA AVENUE  
SUITE 302  
CORAL GABLES, FLORIDA 33146

DAVID M. GLASSBERG  
LORI H. GLASSBERG  
DAVID E. SAGS

(305) 669-9535  
FAX (305) 669-0804

OF COUNSEL:  
TODD M. WERNSTROM

June 20, 1997

Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

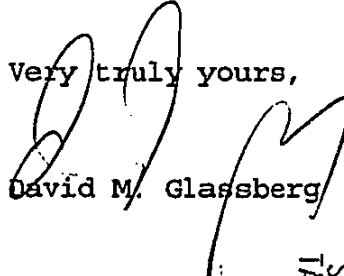
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\*\*\*\$285.00 \*\*\*\$285.00

RE: Ocean Fare L.L.C.

Gentlemen:

Enclosed please find two copies of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida ("Application"). Also, enclosed please find our check in the amount of \$285.00.

Should you have any questions with regard to the foregoing, please contact the undersigned at (305) 669-9535.

Very truly yours,  
  
David M. Glassberg

DMG/lr  
enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 2, 1997

DAVID M. GLASSBERG  
1450 MADRUGA AVENUE, SUITE 302  
CORAL GABLES, FL 33146

SUBJECT: OCEAN FARE L.L.C.  
Ref. Number: W97000015426

We have received your document for OCEAN FARE L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the managing members and managers not the officer/directors. We also need their address.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 397A00034734



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 11, 1997

DAVID M. GLASSBERG  
1450 MADRUGA AVENUE, SUITE 302  
CORAL GABLES, FL 33146

SUBJECT: OCEAN FARE L.L.C.  
Ref. Number: W97000015426

We have received your document for OCEAN FARE L.L.C. and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 197A00035727



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 22, 1997

DAVID M. GLASSBERG  
1450 MADRUGA AVENUE, SUITE 302  
CORAL GABLES, FL 33146

SUBJECT: OCEAN FARE L.L.C.  
Ref. Number: W97000015426

We have received your document for OCEAN FARE L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

I'm sorry but the certificate you sent up is not acceptable. The certificate must come from the Secretary of State's office and not the Comptroller's 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 (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 597A00037076

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**IN 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. Ocean Fare 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.)
2. Texas 3. 75-2704939  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. April 22, 1997 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. July 1, 1997  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1450 Madruga Avenue, Suite 302  
Coral Gables, FL 33146  
(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:  |
|---|-----------------|---|---------|
| Michael Ydavoy<br>10998 N.W. 7th Avenue<br>MIAMI, FL. 33168 | MANAGING MEMBER | JANET YDAVOY<br>10998 N.W. 7th Avenue<br>MIAMI, FL. 33168 | MANAGER |
|   |                 |   |         |
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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 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:

Ocean Fare L.L.C.

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

David M. Glassberg

(Name)

1450 Madruga Avenue, Suite 302

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

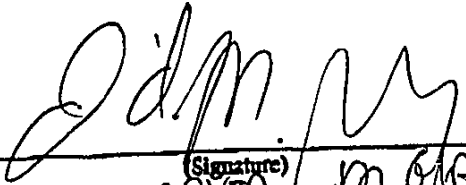
Coral Gables, FL 33146

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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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.*

  
(Signature) David M. Glassberg

05/30/97

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of Ocean Fare L.L.C.  
\_\_\_\_\_ deposes and says:

1) the above named limited liability company has at least two members  
JANET IDAVOL and MICHAEL IDAVOL

2) the total amount of cash contributed by the member(s) is

\$ 50,000.00

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.

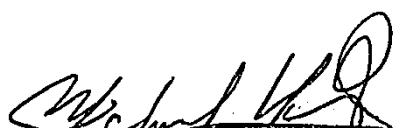
\$ 0

4) the amount of cash or property anticipated to be contributed by member(s) is  
This total includes amounts from 2 and 3 above.

\$ 50,000.00

5) the total amount of cash or property anticipated to be contributed by member(s) is

\$ 50,000.00

  
\_\_\_\_\_  
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.)

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TALLAHASSEE, FLORIDA



# The State of Texas

## SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that  
Articles of Organization  
of

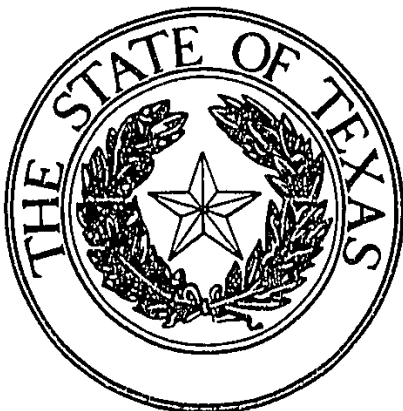
OCEAN FARE, LLC  
CHARTER NO. 7025659-22

were filed in this office and a certificate of organization was issued on

APRIL 22, 1997;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and that  
the company is still in existence.

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TALLAHASSEE, FLORIDA



*IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
the City of Austin, on July 23, 1997.*

*Antonio O. Garza, Jr.*

Antonio O. Garza, Jr.  
Secretary of State

BAM