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September 11, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attn: Diane Cushing

600002293026--1
-09/15/97--01097--019
***285.00 ***285.00

Re: SPAW REALTORS, LLC

simultaneous filing with Applications for New York LP,
PARKSIDE CLEARWATER ASSOCIATES, L.P. \$

Enclosed herein please find the original and a copy of the Application by Foreign LLC for Authorization to Transact Business in Florida for the above named New York LLC. Please file the document and return to me a stamped file copy of the Articles. Enclosed please find a check made payable to Florida Department of State in the amount of \$285.00, including the \$35.00 Registered Agent Designation.

PLEASE FILE THE APPLICATION, AND THE SECOND APPLICATION WHICH YOU HAVE FOR PARKSIDE. I WOULD APPRECIATE IT IF THESE COULD BE FILED TODAY. WE HAVE MOVED THE CLOSING BACK TO MONDAY SEPTEMBER, 15, 1997.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 12 8 12: 29 AM '11

Name	Please
Availability	Federal
Document	Thank you
Number	bcc
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P. Verifier	bcc

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Very truly yours,
Lawrence A. Kirsch
 Lawrence A. Kirsch

Lawrence A. Kirsch

C. TAX
 FILING 285.00
 FEE
 T.
 N. LARK
 BALANCE DUE
 REFUND

mq7000000594

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. SPAW REALTORS, 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. New York
(Jurisdiction under the law of which foreign limited liability
company is organized)

3. 13-3960467
(FEI number, if applicable)

4. 7/28/97
(Date of Organization)

5. December 31, 2047
(Duration: Year limited liability company will cease to exist
or "perpetual")

6. date of filing of this application
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. c/o A. Weber
2525 Palmer Avenue New Rochelle NY 10801
(Street address of principal office)

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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:
<u>Allen Weber</u> <u>2525 Palmer Avenue</u> <u>New Rochelle, NY 10801</u>	<u>Member</u>	<u>Stephen Pizzitola</u> <u>188 E. 70th Street</u> <u>New York, NY 10021</u>	<u>Member</u>
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Filing Fee: \$ 52.50 for Application

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

The undersigned member or authorized representative of a member of _____

SPAW Realtors, 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 \$ 25,314.00
- 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 hereof.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 25,314.00 . This total includes amounts from 2 and 3 above.

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Allen W. Brown

Signature of a member or authorized representative of a member.
(In accordance with section 606.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**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: _____
SPA W REALTORS, LLC

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

Gary Weber

(Name)

1250 S. Military Trail #1616

(P.O. Box not acceptable)

Deerfield Beach, FL 33442

(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.

Gary Weber
(Signature)

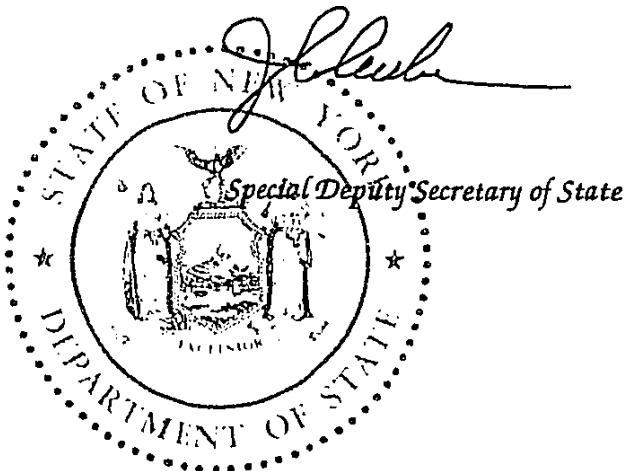
9/10/97
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

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

I hereby certify, that SPAW REALTORS, 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 07/28/1997, and that the limited liability company is subsisting so far as shown by the records of the Department.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 10th day of September
one thousand nine hundred and
ninety-seven.*



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