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ACCOUNT NO. : 072100000032

REFERENCE : 532450 4702925

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 285.00

ORDER DATE : September 17, 1997

ORDER TIME : 10:45 AM

ORDER NO. : 532450-010

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CUSTOMER NO: 4702925

CUSTOMER: Blaine S. Schwartz, Esq
Benderson Development Co.,
570 Delaware Avenue

Buffalo, NY 14202

FOREIGN FILINGS

NAME: BUFFALO-NEPTUNE BEACH SPE, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

Name Availability	KWM
Document Examiner	KWM
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Updater Verifier	KWM
Acknowledgement	KWM
W. P. Verifier	KWM

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DIVISION OF CORPORATIONS
97 SEP 19 PM 4:18
97 SEP 19 PM 12:11
DIVISION OF CORPORATIONS

W9721638



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 19, 1997

CSC
ATTN: CHRIS SMITH
TALLAHASSEE, FL

SUBJECT: BUFFALO-NEPTUNE BEACH SPE, LLC
Ref. Number: W97000021638

RESUBMIT

Please give original
submission date as file date.

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We have received your document for BUFFALO-NEPTUNE BEACH SPE, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please correct #3 and 4 of the affidavit by removing the word unknown and entering and amount.,

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) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 697A00046636

RECEIVED
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DIVISION OF CORPORATIONS

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:

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1. BUFFALO-NEPTUNE BEACH SPE, 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. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. New York

(Jurisdiction under the law of which foreign limited liability
company is organized)

3. _____

(FEI number, if applicable)

4. Sept. 15, 1997

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will
cease to exist or "perpetual")

6. September 17, 1997

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 570 Delaware Avenue

Buffalo, NY 14202

(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:

David H. Baldauf
570 Delaware Avenue
Buffalo, NY 14202

Manager

Ronald Benderson
570 Delaware Ave
Buffalo, NY 14202

Manager

Randall Benderson
570 Delaware Ave
Buffalo, NY 14202

Manager

Peter Fleischmann
787 Delaware Ave
Buffalo, NY 14209

Manager

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

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The undersigned member or authorized representative of a member of BUFFALO-NEPTUNE
BEACH SPE, 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 \$ 100.00
- 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 hereto.
- ④ the total amount of cash or property anticipated to be contributed by member(s) is
\$ 100.00. This total includes amounts from 2 and 3 above.

Blaine S. Schwartz authorized representative
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.)

Filing Fee: \$ 52.50 for Affidavit

**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: BUFFALO-NEPTUNE BEACH SPE, 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
(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.

Corporation Service Company

By: Sherry A Gilbert
(Signature)

9/18/97
(Date)

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**State of New York
Department of State**

ss:

I hereby certify, that BUFFALO-NEPTUNE BEACH SPE, 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 09/15/1997, 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 17th day of September
one thousand nine hundred and
ninety-seven.*

[Signature]

Special Deputy Secretary of State



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