



THE UNITED STATES  
CORPORATION  
COMPANY

M97000000629

ACCOUNT NO. : 072100000032

REFERENCE : 533663 4300043

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ ~~200~~

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 25 PM 2:35

ORDER DATE : September 17, 1997

*7:45*

ORDER TIME : 12:27 PM

ORDER NO. : 533663-060

800002303599--2

CUSTOMER NO: 4300043

CUSTOMER: Mr. Andrew S. Borrok  
Proskauer Rose LLP  
1585 Broadway

*337.50*

New York, NY 10036-8299

FOREIGN FILINGS

NAME: ADGOLD ASSOCIATES LLC

XXXX QUALIFICATION (TYPE: LL)

*mk*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

*9/25/97*

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**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. Adgold Associates LLC d/b/a Adgold Associates L.C. In Florida \*\*  
(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 3. 13-2977830  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. September 5, 1997 \*\* 5. 2076  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. September 5, 1997  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Proskauer Rose LLP, 1585 Broadway, New York, NY 10036

(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:
<u>Adgold Manager LLC</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>c/o Proskauer Rose LLP</u>		<u></u>	
<u>1585 Broadway</u>		<u></u>	
<u>New York, NY 10036</u>		<u></u>	
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ADGOLD ASSOCIATES LLC

By: Adgold Manager LLC, managing member

By: 

Name:

Title: a member **JAY CHAZANOFF**

**Exhibit A**

Adgold Associates LLC is a New York limited liability company resulting from the conversion of Adgold Associates, a New York general partnership.

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# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of \_\_\_\_\_

Adgold Associates 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 \$ 405,650.00
- 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  
\$ 405,650.00 . This total includes amounts from 2 and 3 above.

See attached signature page

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

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ADGOLD ASSOCIATES LLC

By: Adgold Manager LLC, managing member

By: 

Name:

JAY CHAZANOFF

Title: a member

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

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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: Adgold Associates 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: 

(Signature)

9/24/97

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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

I hereby certify, that ADGOLD ASSOCIATES LLC a NEW YORK limited liability company filed a Certificate of Conversion pursuant to Section 1006 of the Limited Liability Law Company on 09/05/1997, 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 22nd day of September  
one thousand nine hundred and  
ninety-seven.*



*Special Deputy Secretary of State*

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