



THE UNITED STATES
CORPORATION
COMPANY

M97000000636

ACCOUNT NO. : 072100000032

REFERENCE : 534037 4300043

AUTHORIZATION :

Patricia Pzyth

COST LIMIT : \$ 337.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 26 PM 2:00

ORDER DATE : September 18, 1997

ORDER TIME : 11:32 AM

ORDER NO. : 534037-075

400002305024--4

CUSTOMER NO: 4300043

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

New York, NY 10036-8299

FOREIGN FILINGS

NAME: DASIS ASSOCIATES LLC

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XXXX QUALIFICATION (TYPE: LL)

BH

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

9/25/97

CONTACT PERSON: Deborah Schroder

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97 SEP 25 PM 1:11

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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:**

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1. Dasis Associates 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 3. 13-3026346
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 9/5/97 ** 5. 2076
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(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>Dasis 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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**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: Dasis 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)

9/25/97

(Date)

Vicki Schreiber, Asst. V. P.

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

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The undersigned member or authorized representative of a member of _____

Dasis 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 \$ 51,750.00 .
- 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
\$ 51,750.00 . 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

DASIS ASSOCIATES LLC

By: Dasis Manager LLC, managing member

By: 
Name: JAY GRAZANOFF
Title: a member

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Exhibit A

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

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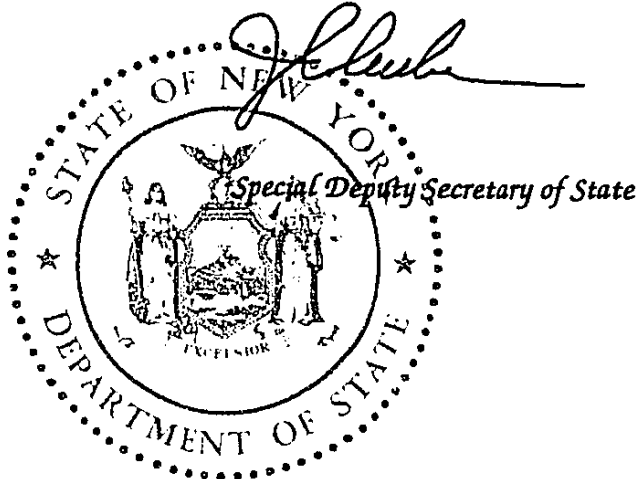
**State of New York
Department of State**

ss:

I hereby certify, that **DASIS 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.*

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