

M97000000637



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 530417 4300043

AUTHORIZATION :

Patricia Piziks

COST LIMIT : \$ 337.50

ORDER DATE : September 15, 1997

ORDER TIME : 12:46 PM

ORDER NO. : 530417-015

500002305085--4

CUSTOMER NO: 4300043

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

New York, NY 10036-8299

FOREIGN FILINGS

NAME: GREZAR ASSOCIATES LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 26 PM 2:06

PR 9/26/97

RECEIVED
97 SEP 25 PM 1:52
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 IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:**

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1. Grezar Associates LLC d/b/a Grezar 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. Connecticut 3. 13-3136718
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. September 5, 1997 ** 5. 2090
(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 Murtha, Cullina, Richter and Pinney
185 Asylum Street, Hartford, CT 06103
(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:
Grezar Manager LLC	MGRM		
c/o Murtha, Cullina,			
Richter and Pinney			
185 Asylum Street			
Hartford, CT 06103			

GREZAR ASSOCIATES LLC

By: Grezar Manager LLC, managing member

By: 

Name:

Title: a member

James R. Greene

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Exhibit A

Grezar Associates LLC is a Connecticut limited liability company resulting from the conversion of Grezar Associates Limited Partnership, a Connecticut limited partnership.

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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 _____
Grezar 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 \$ 145,010.00 .
- 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
\$ 145,010.00 . 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.)

GREZAR ASSOCIATES LLC

By: Grezar Manager LLC, managing member

By: 
Name: James R. Greene
Title: a member

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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.

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1. The name of the limited liability company is: Grezar 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]
(Signature)

9-26-97
(Date)

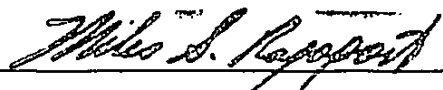
Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

GREZAR ASSOCIATES LLC

organized under the laws of Connecticut as a Limited Liability Company,
was filed in this office on September 5, 1997 and is in existence as of
the date of this certificate.



Secretary of the State

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Date Issued: September 24, 1997