

# M97000000651

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 SEP 24 AM 10: 52

ACCOUNT NO. : 072100000032

REFERENCE : 538460 81686A

AUTHORIZATION :

000002308080--7  
-09/30/97--01077--005  
\*\*\*\*549.00 \*\*\*\*549.00

COST LIMIT : \$ PPD

ORDER DATE : September 22, 1997

000002308080--7  
-09/30/97--01077--006  
\*\*\*\*549.00 \*\*\*\*549.00

ORDER TIME : 11:32 AM

ORDER NO. : 538460-005

200002302812--7  
-09/25/97--01001--007  
\*\*\*\*337.50 \*\*\*\*337.50

CUSTOMER NO: 81686A

CUSTOMER: Ms. Linda C. Mayol  
Keith Mack, Llp  
20th Floor  
200 South Biscayne Boulevard  
Miami, FL 33131

000002308080--7  
-09/30/97--01077--004  
\*\*\*\*549.00 \*\*\*\*549.00

## FOREIGN FILINGS

000002308080--7  
-09/30/97--01077--007  
\*\*\*\*549.00 \*\*\*\*549.00

NAME: H & G II ASSOCIATES, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

Penalty - 2000.00  
AL - 407.50  
C. TAX \_\_\_\_\_  
FILING \_\_\_\_\_  
R. AGENT FEE 35.00  
C. COPY 52.50  
TOTAL \_\_\_\_\_  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND 337.50

Name	
Availability	KWM
Document	
Examiner	CONTACT PERSON: Susana Romagosa
Updater	KWM
Updater	
Verifier	KWM
Acknowledgement	KWM
W. P. Verifier	KWM

refund 337.50 - client - mailed 9-30-97  
client info on next letter  
W97-21977  
returned 10/1/97  
returned 10/1/97

000002308080--7  
-09/30/97--01077--008  
\*\*\*\*549.00 \*\*\*\*549.00



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 SEP 24 AM 10: 52

September 24, 1997

CSC  
ATTN: SUSANA ROMAGOSA  
TALLAHASSEE, FL

SUBJECT: H & G II ASSOCIATES, L.L.C.  
Ref. Number: W97000021977

We have received your document for H & G II ASSOCIATES, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2407.50.

The total amount due is \$2745.00.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Kenny Manning *487-6051*  
Corporate Specialist

Letter Number: 397A00047368

97 SEP 29 PM 10: 29

9.29.97

Dear Kenny,

Please refund \$337.50 to our client:  
Keith Mack LL P.

20<sup>th</sup> Floor  
200 South Biscayne Boulevard  
Miami, FL 33131.

**RESUBMIT**  
Please give original  
submission date as file date.

Thank you, Susana M. Romagosa  
Ext. 104

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**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. H & G II Associates, L.L.C.  
(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. Delaware  
(Jurisdiction under the law of which foreign limited liability  
company is organized)

3. 13-3263960  
(FEI number, if applicable)

4. 03/06/95  
(Date of Organization)

5. 12/31/2047  
(Duration: Year limited liability company will cease to exist  
or "perpetual")

6. 03/06/95  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.195, F.S.)

7. 955 Coney Island Avenue, Suite 200  
Brooklyn, New York 11230  
(Street address of principal office)

8. Name(s) and business address(es) of managing member(s) or manager(s) who will  
manage the foreign limited liability company in Florida: (attach additional page if necessary)

Jack A. Hidary, Managing Member  
1019 East 9th Street  
Brooklyn, NY 11230

Jonah Goldschmidt, Managing Member  
1101 East 4th Street  
Brooklyn, NY 11230

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 24 AM 10:53

**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: H & G II Associates, L.L.C.

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

Key Corporate Services, Inc.

(Name)

c/o Keith Mack LLP

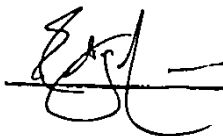
(P.O. Box not acceptable)

200 South Biscayne Boulevard, 20th Floor  
Miami, Florida 33131

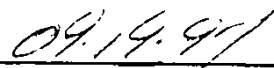
(City/State/Zip)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 24 AM 10:53

*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.*



(Signature)



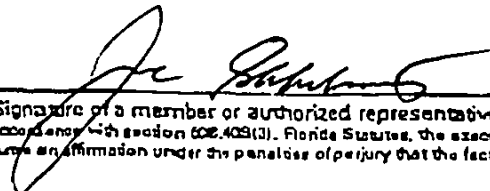
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of H & G II Associates,  
L.L.C. 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 \$ 1.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 0.00 . 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  
\$ 1.00 . This total includes amounts from 2 and 3 above.

  
Signature of a member or authorized representative of a member.  
(In accordance with section 602.403(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 24 AM 10:53

Filing Fee: \$ 52.50 for Affidavit

*State of Delaware*  
*Office of the Secretary of State*

---

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "H & G II ASSOCIATES, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in dark ink, appearing to read "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2486739 8300

971317340

AUTHENTICATION: 8663518

DATE: 09-23-97