

M97000000702

ACCOUNT NO. : 072100000032

REFERENCE : 570884 4369500

AUTHORIZATION :

Patricia Pizante

COST LIMIT : \$ 337.50

ORDER DATE : October 20, 1997

ORDER TIME : 1:52 PM

ORDER NO. : 570884-005

CUSTOMER NO: 4369500

210002825082--5

CUSTOMER: Judy Diamond, Legal Assistant  
Mcdermott, Will & Emery  
201 South Biscayne Boulevard  
22nd Floor  
Miami, FL 33131-4335

FOREIGN FILINGS

NAME: LOA 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: Lori R. Dunlap

File 15+  
97 OCT 20 PM 3:33  
DIVISION OF CORPORATION  
FILED  
97 OCT 20 PM 2:06  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

hK  
10/20/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 20, 1997

LORI DUNLAP  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: LOA LLC  
Ref. Number: W97000023878

**RESUBMIT**

Please give original  
submission date as file date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 20 PM 2:06

We have received your document for LOA LLC and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

ALSO, you have sent a CERTIFIED COPY of the New York Articles of Organization. This is NOT the CERTIFICATE we require.

The Certificate that we require is a CERTIFICATE OF EXISTENCE. This is a 1-page Certificate that states that the company has been filed in New York and has not been dissolved.

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 597A00051195

OCT 22 '97 09:48

**ACTION BY WRITTEN CONSENT OF THE  
SOLE MEMBER OF LOA LLC**

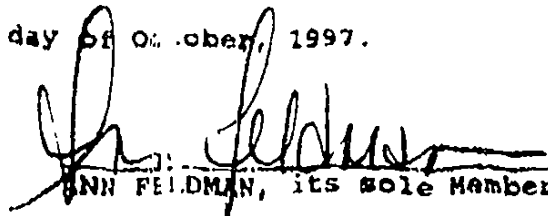
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97 OCT 20 PM 2:06

The undersigned, being the sole Member of LOA LLC, a New York limited liability company (the "Company"), acting pursuant to the New York Limited Liability Company Law, does hereby consent to, approve and adopt the following resolutions by unanimous written consent in lieu of meeting effective on the date hereof:

**TRANSACTION OF BUSINESS IN FLORIDA**

RESOLVED, that this Company is authorized to transact business in the State of Florida under the name "LOA FLORIDA REALTY LLC", and the sole Member of this Company is authorized to execute on behalf of this Company and file in the office of the Secretary of State of Florida any and all such documentation required for this Company to transact business in Florida under such name.

Dated as of this 21st day of October, 1997.

  
ANN FELDMAN, its sole Member

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

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97 OCT 20 PM 2:06

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:

LOA LLC doing business in Florida as LOA FLORIDA REALTY LLC

1. \_\_\_\_\_
2. New York  
(Jurisdiction under the law of which  
foreign limited liability company  
is organized)
3. N/A  
(FEI number, if applicable)
4. October 14, 1997  
(Date of Organization)
5. Perpetual  
(Duration: Year limited company will  
cease to exist or "perpetual")
6. October 20, 1997  
(Date first transacted business in Florida)
7. c/o Hunter Real Estate Management Corp.  
1979 Marcus Avenue - Suite E-115  
Lake Success, New York 11042
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 AND ADDRESS:

TITLE:

Ann M. Feldman

MGRM

Member

c/o Hunter Real Estate Management Corp.

1979 Marcus Avenue - Suite E-115

Lake Success, NY 11042

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

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SECRETARY OF CORPORATIONS  
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PURSUANT TO THE PROVISIONS OF SECTION 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 LOA LLC
2. The name and address of the registered agent and office is:

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

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

Laura R. Dunlap  
(Signature)

10/20/97  
(Date)

It's agent, Laura R. Dunlap

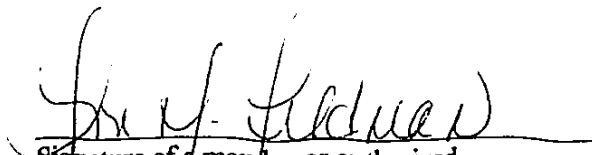
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED  
LIABILITY COMPANY**

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DIVISION OF  
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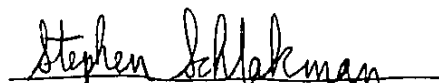
STATE OF NEW YORK     )  
                                  ): ss.:  
COUNTY OF NASSAU     )

The undersigned member or authorized representative of a member of LOA - LLC  
and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member is \$100.00.
3. If any the agreed value of property other than cash contributed by member is  
\$ None. A description of the property is attached and made a part hereto.
4. The total amount of cash of property anticipated to be contributed by member is  
\$ 100.00. This total includes amounts from 2 and 3 above.

  
Signature of a member or authorized  
representative of a member.

Sworn to before me on  
October 16, 1997

  
Notary Public

STEPHEN SCHLAKMAN  
Notary Public, State of New York  
No 01SC8812825  
Qualified in Nassau County  
Commission Expires Dec. 31, 1998

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

I hereby certify, that LOA 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 10/14/1997, 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 15th day of October  
one thousand nine hundred and  
ninety-seven.*



*Special Deputy Secretary of State*



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