

197000000702

ACCOUNT NO. : 072100000032

REFERENCE : 570884 4369500

AUTHORIZATION : Patricia Pyjot

COST LIMIT : \$ 337.50

ORDER DATE : October 20, 1997

ORDER TIME : 1:52 PM

ORDER NO. : 570884-005

CUSTOMER NO: 4369500

200002325032--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+
DIVISION OF CORPORATION
97 OCT 23 PM 3:33
97 OCT 20 PM 2:06
SECRETARY OF STATE
DIVISION OF CORPORATIONS

hik
10/20/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

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

October 20, 1997

LORI DUNLAP
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: LOA LLC
Ref. Number: W97000023878

RESUBMIT

Please give original
submission date as file date

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.O.," "LO," "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

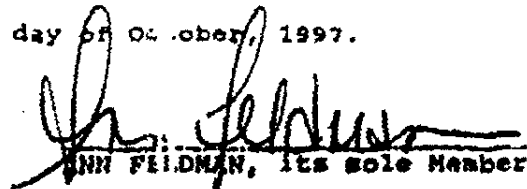
The undersigned, being the sole Member of LOA LLC, a New York limited liability company (the "Company"), acting pursuant to the New York Limited Liability Company Law, does hereby consent to, approve and adopt the following resolutions by unanimous written consent in lieu of meeting effective on the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

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

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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 3. N/A
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. October 14, 1997 5. Perpetual
(Date of Organization) (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**

FILED STATE
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

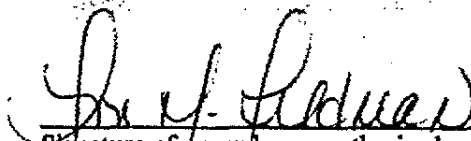
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED
LIABILITY COMPANY**

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

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

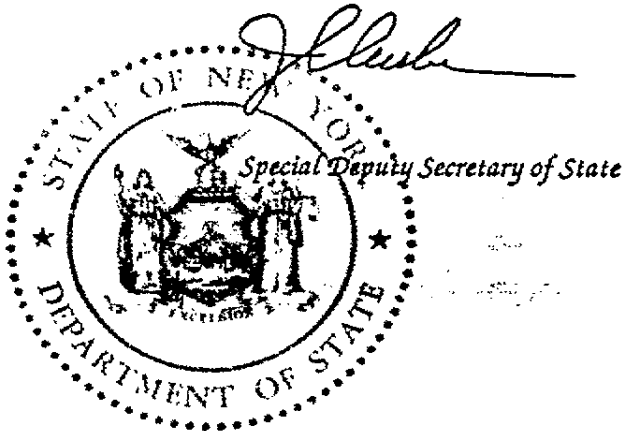
STEPHEN SCHLAKMAN
Notary Public, State of New York
No. 01SC8812825
Qualified in Nassau County
Commission Expires Dec. 31, 1998

State of New York
Department of State | ss:

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.

199710160082 55



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DIVISION OF CORPORATIONS
OCT 20 PM 2:06