



THE UNITED STATES
CORPORATION
COMPANY

M97000000 712

ACCOUNT NO. : 072100000032

REFERENCE : 580042 4303929

AUTHORIZATION :

COST LIMIT : \$346.25

Patricia Pizant

ORDER DATE : October 28, 1997

600002332586--7

ORDER TIME : 9:46 AM

ORDER NO. : 580042-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DIVISION OF CORPORATION

97 OCT 29 AM 11:22

RECEIVED

FOREIGN FILINGS

NAME: WESTMINSTER FIDELCO II, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

hpl
10/29/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 29 PM 2:32

**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. WESTMINSTER FIDELCO II, 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. New Jersey

(Jurisdiction under the law of which foreign limited liability
company is organized)

3. Applied For

(FEI number, if applicable)

4. October 27, 1997

(Date of Organization)

5. December 31, 2047

(Duration: Year limited liability company will cease to exist
or "perpetual")

6. Upon Filing

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

225 Millburn Avenue, #202

7. _____

Millburn, NJ 07041

(Street address of principal office)

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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)

Marc E. Berson MGRM

225 Millburn Avenue

Suite #202

Millburn, NJ 07041

Murray Kushner MGRM

981 Route 22

Bridgewater, NJ 08807

Filing Fee: \$ 52.50 for Application

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

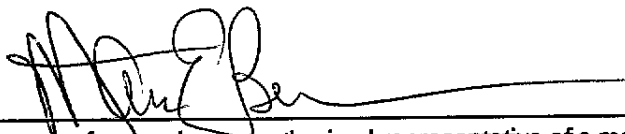
The undersigned member or authorized representative of a member of WESTMINSTER

FIDELCO II, 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 \$ 100.00
- 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 hereof.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 100.00 . This total includes amounts from 2 and 3 above.

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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.)

By: Marc E. Berson

Filing Fee: \$ 52.50 for Affidavit

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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 corporation is: WESTMINSTER FIDELCO II, L.L.C.

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)

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Having been named as registered agent and to accept service of process for the above stated corporation 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)

By: Karen Rozar, as Agent

October 28, 1997

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

WESTMINSTER FIDELCO II, L.L.C.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on October 27, 1997.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

Marc E Berson
225 Millburn Ave Suite 202
Millburn, NJ 07041

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OFFICE

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

WESTMINSTER FIDELCO II, L.L.C.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
27th day of October, 1997

Lonna R. Hooks

LONNA R HOOKS
Secretary of State

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CORPORATIONS