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ACCOUNT NO. : 072100000032

REFERENCE : 583730 4300090

AUTHORIZATION :

COST LIMIT

Patricia Pizuth
~~387.50~~

ORDER DATE : October 30, 1997

91337.50

ORDER TIME : 11:29 AM

ORDER NO. : 583730-005

CUSTOMER NO: 4300090

900002333939--4

CUSTOMER: Mary A. Roma, Legal Assistant
Baer, Marks & Upham
805 Third Avenue, 19th Floor
New York, NY 10022

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97 OCT 30 PM 1:01

DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: GRAND CRU MORNING GP LLC

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DIVISION OF CORPORATIONS

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

13K

10/30/97

CONTACT PERSON: Stacy L Earnest

**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. Grand Cru Morning GP LLC
(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. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FBI number, if applicable)
4. October 28, 1997
(Date of Organization)
5. October 31, 2096
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 420 Lexington Avenue; Suite 2702
New York, New York 10170
(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)

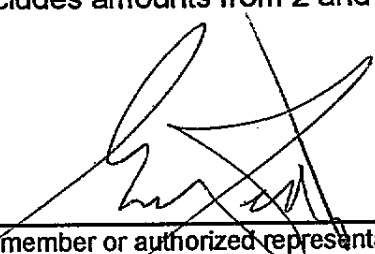
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Grand Cru Partners LLC</u>	<u>MGRM</u>	_____	_____
<u>420 Lexington Avenue</u>		_____	
<u>Suite 2702</u>		_____	
<u>New York, NY 10170</u>	_____	_____	_____
_____		_____	
_____		_____	
_____	_____	_____	_____
_____		_____	
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of Grand Cru
Morning GP LLC deposes and says:

- 1) the above named limited liability company has at least one member
- 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
\$ N/A. 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
\$ 100.00. This total includes amounts from 2 and 3 above.



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.)

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 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: Grand Cru Morning GP 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, FL 32301
(City/State/Zip)

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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.

By: Laura R. Dunlap
(Signature)
Laura R. Dunlap, As It's Agent

10/30/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of New York } ss:
Department of State

I hereby certify, that GRAND CRU MORNING GP 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 10/28/1997, 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 28th day of October
one thousand nine hundred and
ninety-seven.*



Special Deputy Secretary of State



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