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FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH) ACCT#: 076117000420

CONTACT: ROSE CARBONE
PHONE: (561)650-0726 FAX #: (561)655-5677

NAME: GRIPHON MARLINS INVESTORS, LLC
AUDIT NUMBER.....H97000018404
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..1 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
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**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. Griphon Marlins Investors, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. November 4, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. November 5, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155 F.S.))
7. 777 S. Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401
(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)

<u>Griphon Marlins L.P. - Managing Member</u> _____ _____ _____ _____ _____ _____ _____ _____	<u>152 West 57th Street, New York, New York 10019</u> _____ _____ _____ _____ _____ _____ _____
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Gregory K. Bader, Esq. (FL Bar No. 25046)
 Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
 777 S. Flagler Drive, Suite 500 East
 West Palm Beach, FL 33401
 (561) 655-1980

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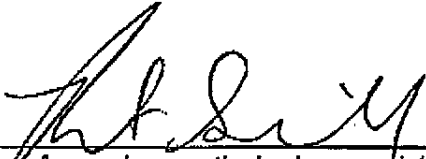
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

Griphon Marlins Investors LLC 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 \$ 14,952,512 .
- 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 hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 14,952,512 . 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.)

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Filing Fee: \$52.50 for Affidavit

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**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 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: Griphon Marlins Investors, LLC

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

Valdes-Fauli Corporate Services, Inc.
(Name)

777 South Flagler Drive

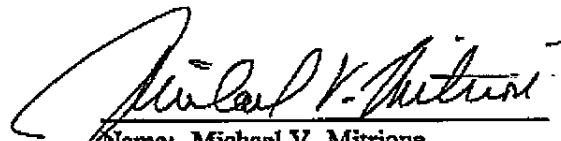
Suite 500-East Tower
(P.O. Box not acceptable)

West Palm Beach, Florida 33401
(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.

Dated: November 5, 1997


Name: Michael V. Mitrione
Title: Vice President

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRIPHON MARLINS INVESTORS LLC" 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 FOURTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8738691

DATE:

11-04-97