

M9800000058

A.C. Wolf L.L.C.
9 Sixty Second Street
New York, New Jersey 07003
(201) 688-3993
Fax: 854-6450
bide@erols.com

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

December 23, 1997

Dear Sir/Madam:

600002384086--5
-12/29/97--01028--005
****346.25 ****346.25

By this letter and the enclosed applications and affidavit, I respectfully request that you register A.C. Wolf L.L.C. to conduct business in Florida.

In particular, please find:

1. Certificate of Designation of Registered Agent/Registered Office
2. Application by Foreign LLC for Authorization to Transact Business in Florida
3. Affidavit of Membership and Contributions of Foreign LLC
4. Original Certificate of Good Standing for A.C.Wolf, L.L.C. in New Jersey
5. Our check to the Florida Dept. of State in the amount of \$346.25.

The check covers:

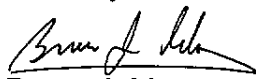
1. Filing Fee for Application	\$250.00
2. Designation of Registered Agent	35.00
3. Fee for Certificate of Status	8.75
4. Fee for Certified Copy	52.50
Total	\$346.25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 AM 10:34

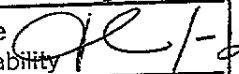
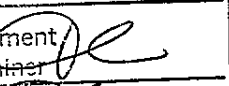

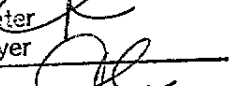
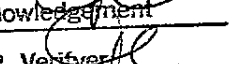

Please process this application and send to our above address the appropriate letter of acknowledgment, certificate of status and certified copy at your earliest convenience.

Thank you for your consideration.

Cordially,


Bruce J. Ide
Manager-Member
A.C.Wolf, L.L.C.

M98-58

Name Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 2, 1998

BRUCE J. IDE
9 SIXTY SECOND STREET
WEST NEW YORK, NJ 07093

SUBJECT: A.C. WOLF, L.L.C.
Ref. Number: W98000000092

We have received your document for A.C. WOLF, L.L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered agent must be at a Florida street address.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 898A00000125

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A. C. Wolf, L.L.C.
9 Sixty Second Street
West New York, New Jersey 07093
(201) 868-3973
Fax: 854-6450
bide@erols.com

Tammi Cline
Document Specialist
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

January 16, 1998

Subject: Application for A.C.Wolf, LLC
Ref. Number W98000000092
Letter Number 898A00000125

Dear Ms. Cline:

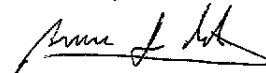
Please find attached our revised "Designation of Registered Agent" with a Florida address per your instructions.

Also enclosed is our complete file as returned to us. I have not removed the original and incorrect "Designation". Please file or destroy this as appropriate.

Once again, I request that you process our application and send to our above address the appropriate letter of acknowledgment, certificate of status and certified copy at your earliest convenience.

Thank you.

Cordially,



Bruce J. Ide
Manager-Member
A.C.Wolf, L.L.C.

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

A.C.WOLF, L.L.C.

1. _____
(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. State of New Jersey 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. Nov. 1, 1995 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. None to date
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 9 Sixty Second Street
West New York, NJ 07093
(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>Bruce J. Ide</u>	<u>Manager-Member</u>	_____	_____
<u>9-62 Street</u>		_____	
<u>West New York, NJ 07093</u>		_____	
_____		_____	
<u>Eve H. Wolf</u>	<u>Manager</u>	_____	_____
<u>10 East End Ave.</u>		_____	
<u>New York, NY 10021</u>		_____	
_____		_____	
_____		_____	

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of _____
A.C.WOLF, 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 \$ 1

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 amount of cash or property anticipated to be contributed by member(s) is \$ 0
This total includes amounts from 2 and 3 above.

5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1

Bruce J. Ide, Manager/Member

Bruce J. Ide
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: \$250.00 for Application and 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:

A.C.Wolf, L.L.C.

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

Bruce J. Ide c/o Terra Management

(Name)

2090 Palm Beach Lakes Blvd. #801

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

West Palm Beach, FL 33409

(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.



(Signature)

Jan 16, 1998

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

A.C. WOLF, 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 November 13, 1995.

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.

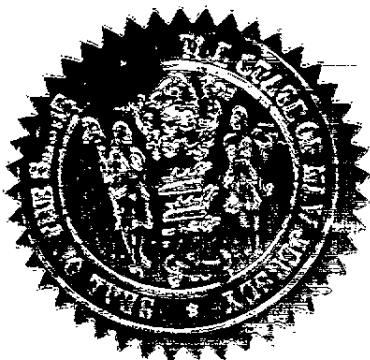
I further certify that the registered agent and registered office are:

*Bruce J Ide
9-62nd Street
West New York, NJ 07093*

Continued on next page . . .

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

A.C. WOLF, L.L.C.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
20th day of November, 1997

Lonna R. Hooks

LONNA R HOOKS
Secretary of State