



ACCOUNT NO. : 072100000032

REFERENCE : 686540 7107883

AUTHORIZATION : *Patricia Paya*

COST LIMIT : \$ 293.75

ORDER DATE : January 29, 1998

ORDER TIME : 12:45 PM

ORDER NO. : 686540-015

CUSTOMER NO: 7107883

CUSTOMER: Ms. Barbara S. Chapman  
Stump Storey & Callahan, P.a.  
P. O. Box 3388

Orlando, FL 32802-3388

FOREIGN FILINGS

NAME: MOUNT CAY REALTY, L.C.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

*M98-134*

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

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98 FEB 12 PM 1:56  
DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL

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

IN COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. MOUNT CAY REALTY, 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. DELAWARE  
*(JURISDICTION UNDER THE LAW OF WHICH FOREIGN LIMITED LIABILITY COMPANY IS ORGANIZED)*
3. \_\_\_\_\_  
*(FEI NUMBER, IF APPLICABLE)*
4. January 5, 1996  
*(DATE OF ORGANIZATION)*
5. Perpetual  
*(DURATION: YEAR LIMITED LIABILITY COMPANY WILL CEASE TO EXIST OR "PERPETUAL")*
6. January 5, 1996  
*(DATE FIRST TRANSACTED BUSINESS IN FLORIDA)*
7. 550 Mamaroneck Avenue, Harrison, NY 10528  
*(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)

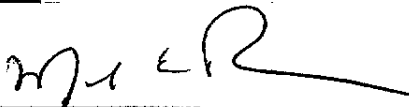
The Rosen Development Group, Inc. - The Managing Member  
550 Mamaroneck Avenue  
Harrison, NY 10528

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

The undersigned member or authorized representative of a member of MOUNT CAY REALTY, L.L.C, deposes and says:

1. The above named limited liability company has one member as allowed under Delaware law;
2. The total amount of cash contributed by the member(s) is \$ \_\_\_\_\_;
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 \$ \_\_\_\_\_. This total includes amounts from 2 and 3 above.



Michael E. Rosen, authorized representative  
of managing member

*(Signature of member or authorized representative of member)*

STATE OF NEW YORK  
COUNTY OF WESTCHESTER

Sworn to and subscribed before me this 9<sup>TH</sup> day of February, 1998, by Michael E. Rosen who is personally known to me.



Notary Public

NOTARY SEAL

[(bse)h:\corp-lp\mtcayaff.wpd]

**JAMES SCHOEN**  
Notary Public, State of New York  
No. 01SC5085625  
Qualified in Westchester County  
Commission Expires September 29, 19 99

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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, ORGANIZED UNDER THE LAWS OF THE STATE OF DELAWARE 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 MOUNT CAY REALTY, L.L.C.
2. The name and address of the registered agent and office is:

W. Scott Callahan  
28 East Washington Street  
Orlando, FL 32801

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.

  
W. Scott Callahan

Date: 2/11/98

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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOUNT CAY REALTY L.L.C." 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 FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



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

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8901457

DATE: 02-04-98