

Document Number Only
M98000000161

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

600002435266-1-2
-02/19/98-01053-012
****346.25 ****346.25

CORPORATION(S) NAME

1492 Associates, LLC

98 FEB 19 PM 1:51

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name Filing
- CUS
- After 4:30
- Pick Up

Name Availability	<i>Je-2.9</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W.P. Verifier	<i>[Signature]</i>

2/19

Thanks

RECEIVED
98 FEB 19 PM 12:51
DIVISION OF CORPORATION

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. 1492 Associates, 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.)

2. Connecticut 3. 06-1108775
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 12-11-96 5. 2047
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 2-19-98
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. c/o Hoffman Brothers
733 Summer Street
Stamford, CT
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members. (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Stephen J. Hoffman</u> <u>c/o Hoffman Brothers</u> <u>733 Summer Street</u> <u>Stamford, CT 06901</u>	<u>Manager</u>	<u>Laurence K. Hoffman</u> <u>c/o Hoffman Brothers</u> <u>10 Middle Street</u> <u>Bridgeport, CT 06604</u>	<u>Manager</u>
<u>Burton D. Hoffman</u> <u>c/o Hoffman Brothers</u> <u>733 Summer Street</u> <u>Stamford, CT 06901</u>	<u>Manager</u>		


FILED IN STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 FEB 19 PM 1:51

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 _____
1492 Associates, LLC _____ deposits 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 \$ 456,885 .
- 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 \$ 456,885 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 808.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 PM 1:51

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 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: 1492 Associates. LLC

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

C T CORPORATION SYSTEM
(Name)
c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)
Plantation, Florida 33324
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 PM 1:51

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.

C T CORPORATION SYSTEM

Kimberly D. Gilbertson
(Signature)

Kimberly D. Gilbertson, Asst. Secy.

2/18/98
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

IMPROVED 1492 ASSOCIATES, LLC

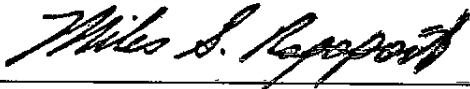
a Limited Liability Company under the Connecticut General Statutes was
filed in this office on December 11, 1996. The following comprises a list
of amendments changing its name as filed in this office as of the date
of this certificate:

AMENDMENTS CHANGING THE NAME TO

1492 ASSOCIATES, LLC

File Date: December 16, 1997 File Time: 11:00 PM

Insofar as the records of this office reveal, the limited liability
company is in existence.



Secretary of the State

Date Issued: February 17, 1998