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****145.00 ****145.00

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-03/26/98--01062--028
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CORPORATION(S) NAME

MBC Orlando, LLC

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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. MBC ORLANDO, 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. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. 3/18/98
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. LLC has not transacted any business in Florida yet.
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 215 E 49th Street
New York, NY 10017
(Street address of principal office)

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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>CS Ventures, LLC</u>	<u>Managing Member</u>	_____	_____
<u>215 E. 49th Street</u>		_____	
<u>New York, NY 10017</u>		_____	
<u>MacDonald T. Haskell, Manager</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

Filing Fee: \$ 52.50 for Application

**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.

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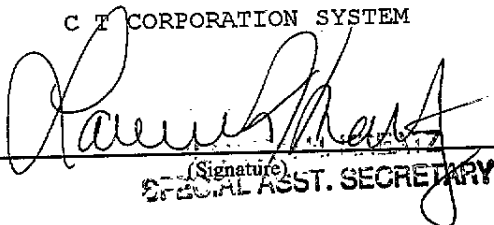
1. The name of the limited liability company is: MBC ORLANDO, LLC

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)

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


(Signature)
SPECIAL ASST. SECRETARY

3/25/98
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

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The undersigned member or authorized representative of a member of _____
MBC ORLANDO, LLC _____ deposes and says:

- 1) the above named limited liability company has at least ^{one} ~~two~~ members
- 2) the total amount of cash contributed by the member(s) is \$ 10.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 10.00. 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 \$ 10.00. This total includes amounts from 2 and 3 above.



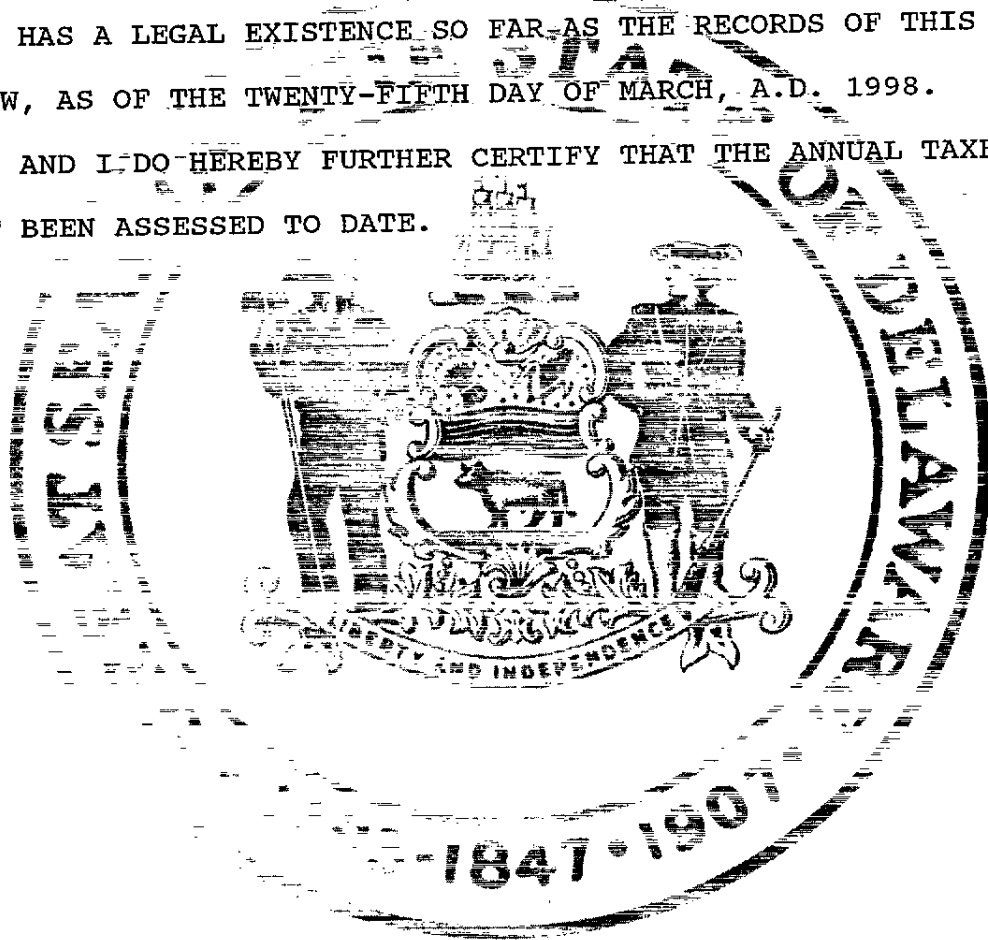
Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$52.50 for Affidavit

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MBC ORLANDO, 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 TWENTY-FIFTH DAY OF MARCH, A.D. 1998.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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