



M98000000469

ACCOUNT NO. : 072100000032

REFERENCE : 795635 4326262

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 285.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY - 8 PM 2:36

ORDER DATE : April 24, 1998

ORDER TIME : 11:30 AM

ORDER NO. : 795635-015

CUSTOMER NO: 4326262

500002507805--1

CUSTOMER: Nancy Udolf, Esq
Zukerman Gore & Brandeis
900 Third Avenue
8th Fl.
New York, NY 10022

FOREIGN FILINGS

NAME: SOUTHSTAR ABC, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 2:36

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	5/1/98
Availability	<i>OK</i>
Document	
Examiner	DCC
Updater	DCC
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

RECEIVED
98 MAY - 1 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W98000009851



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 1, 1998 5/8

CHRISTOPHER SMITH
CSC
TALLAHASSEE, FL 32301

SUBJECT: SOUTHSTAR ABC, LLC
Ref. Number: W98000009851

RESUBMIT

Please give original
submission date as file date.

FILED: STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAY 12 PM 2:36

We have received your document for SOUTHSTAR ABC, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

Our Law does not provide for a non-member manager. It must be either the managing member or manager or we will accept just member.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 898A00024072

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:

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 2:36

1. SOUTHSTAR ABC, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." 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. April 22 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. has not yet commenced business in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o FIRST TOWN MORTGAGE CORPORATION, 100 PLAZA DRIVE, SECAUCUS, NEW JERSEY 07094

(Street address of principal office)

8. List name, title, and business address of each managing member or manager who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Nathaniel S. Gore	<u>MGRM</u> Member		
c/o FJB Associates, Inc.			
100 Plaza Drive			
Secaucus, NJ 07094			

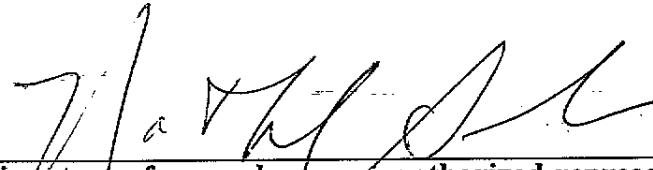
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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

The undersigned member or authorized representative of a member of SOUTHSTAR ABC, LLC
_____ certifies:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 2:36

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ -0-;
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ -0-;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

Nathaniel S. Gore, Authorized Representative
Typed or printed name of signee

Filing Fee: \$250.00 for Application and 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

SOUTHSTAR ABC, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

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.

Corporation Service Company

By: Vicki Schreiber Asst. V.P.

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

FILED
STATE
SECRETARY OF CORPORATIONS
MAY 12 PM 2:36

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHSTAR ABC, 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-SEVENTH DAY OF APRIL, A.D. 1998.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 APR 12 PM 2:36

2887234 8300

981157872



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

9046424

04-27-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: