

M98000000484



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 817836 4324728
AUTHORIZATION : *Patricia Pignatelli*
COST LIMIT : \$ 285.00

ORDER DATE : May 13, 1998
ORDER TIME : 10:16 AM
ORDER NO. : 817836-015
CUSTOMER NO: 4324728

400002525554--4

CUSTOMER: John T. Landry, Esq
Sea Containers America Inc.
1155 Ave. Of The Americas
New York, NY 10036

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FOREIGN FILINGS

NAME: GE SEACO AMERICA LLC

XXXX QUALIFICATION (TYPE: LL)

(7) *(scribble)*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

ML
5/15/98

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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. GE SeaCo America LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if no so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-4002608
(FEI number, if applicable)
4. May 1, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. May 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1155 Avenue of the Americas, New York, NY 10036-2711
(Street address of principal office)

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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>Rick D'Avino</u>	<u>MGR</u>	<u>Robin M. Lynch</u>	<u>MGR</u>
<u>260 Long Ridge Road</u>		<u>1155 Avenue of the Americas</u>	
<u>Stamford, CT 06927</u>		<u>New York, NY 10036-2711</u>	
_____	_____	_____	_____
_____	_____	_____	_____
<u>T. Dennis Iker</u>	<u>MGR</u>	<u>John T. Landry, Jr.</u>	<u>MGR</u>
<u>260 Long Ridge Road</u>		<u>1155 Avenue of the Americas</u>	
<u>Stamford, CT 06927</u>		<u>New York, NY 10036-2711</u>	

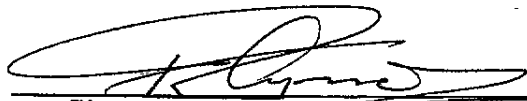
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language,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

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

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The undersigned member or authorized representative of a member of _____
GE SeaCo America LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 265,000 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$3,510,015;
(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 \$ 3,775,015.
(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.)

Robin M. Lynch, President

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

SCHEDULE A

GE Capital Contributed Non-Cash Assets (Net Book Value)

	<u>Net Book Value</u>
Leaschold Improvements	\$ 226,184
Furniture	159,779
Computer - PCs	<u>2,825,052</u>
Total	<u>\$3,211,015</u>

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SCHEDULE A

SC America Contributed Non-Cash Assets (Net Book Value)

	<u>Net Book Value</u>
Motor Vehicles	\$ 208,000
Fixtures and Fittings	<u>91,000</u>
Total	<u>\$ 299,000</u>

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

GE SeaCo America 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

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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.

Corporation Service Company

By: Vicki Schreiber, Ast. V-P.

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GE SEACO AMERICA 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 THIRTEENTH DAY OF MAY, 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

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05-13-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: