

M980000000565



ACCOUNT NO. : 072100000032

REFERENCE : 658669 4373439

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 285.00

ORDER DATE : January 6, 1998

ORDER TIME : 11:17 AM

ORDER NO. : 658669-015

000002546180--7

CUSTOMER NO: 4373439

CUSTOMER: Lila E. Gaston, Legal Asst
Akin Gump Strauss Hauer &
20th Floor
590 Madison Avenue
New York, NY 10022

FOREIGN FILINGS

NAME: OLD FORGE MANAGEMENT, L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

Name Availability	<i>MJA</i>
Document Examiner	<i>MJA</i>
Updater	<i>MJA</i>
Updater Verifier	<i>MJA</i>
Acknowledgement	<i>MJA</i>
W. P. Verifier	<i>MJA</i>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -3 PM 1:28

RECEIVED
98 JUN -3 PM 12:05
DIVISION OF CORPORATION

M98-565

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. OLD FORGE MANAGEMENT, 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. Please note: "L.L.C." is not an acceptable suffix in Florida.)
2. DELAWARE 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. JULY 14, 1995 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")
6. UPON FILING
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 555 SOUTH FEDERAL HIGHWAY, SUITE 260
BOCA RATON, FLORIDA 33432
(Street address of principal office)

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)

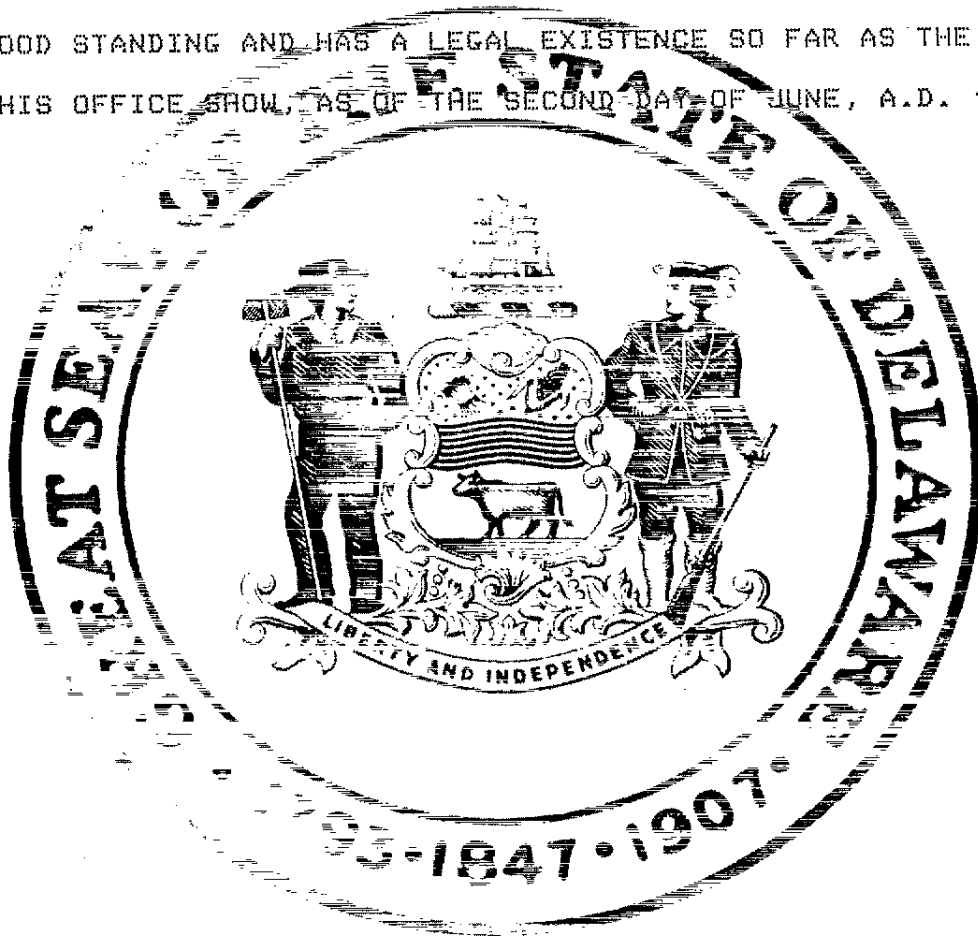
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>KIRIL SOKOLOFF</u>	<u>MGRM</u>	_____	_____
<u>555 SOUTH FEDERAL HIGHWAY</u>		_____	
<u>SUITE 260</u>		_____	
<u>BOCA RATON, FLORIDA 33432</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -3 PM 1:28

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 "OLD FORGE MANAGEMENT, 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 SECOND DAY OF JUNE, A.D. 1998.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -3 PM 1:28



Edward J. Freel

Edward J. Freel, Secretary of State

2524478 8300

981210474

AUTHENTICATION:

9113987

DATE:

06-02-98

**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 FLORIDA, 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: OLD FORGE MANAGEMENT, L.C.

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

CT CORPORATION SYSTEM

(Name)

600 EAST JEFFERSON STREET

(P.O. Box not acceptable)

TALLAHASSEE, FLORIDA 32301

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -3 PM 1:28

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.

By: *[Signature]*

(Signature)

DECEMBER 23, 1997

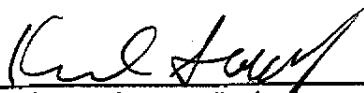
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of OLD FORGE MANAGEMENT
L.C. deposes 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 \$ 130,475.20
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ —. 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
\$ 130,475.20. 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.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -3 PM 1:28

Filing Fee: \$ 52.50 for Affidavit