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May 27, 1998

Writer's Direct Dial  
973-491-3367

**VIA FEDERAL EXPRESS**

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

400002540584--2  
-05/29/98-01043--002  
\*\*\*\*285.00 \*\*\*\*285.00

**Re: Qualification of Benjamin Management Co., LLC**

Dear Sir/Madam:

Enclosed are the documents necessary to qualify the above-referenced New Jersey limited liability company in the State of Florida. Also enclosed is our firm check # 16083 in the amount of \$285.00 to satisfy the fees involved with this qualification. We are requesting that this filing be done on a same day basis, due to a closing on pending transactions scheduled for early this coming week. That Closing, and the business contemplated thereby, cannot occur until this filing has been registered with your Office. Please return the letter of acknowledgment issued upon registration to my attention in the enclosed pre-addressed Federal Express pack. If you have any questions or require further information, please call me immediately at 973-491-3367.

Your cooperation in this matter is greatly appreciated.

Sincerely,

*Barton Knochenmus*

Barton Knochenmus  
Legal Assistant

Name	6/1/98
Availability	dcc
Document Examiner	DCC
Updater	DCC
Enclosures	
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION 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. Benjamin Management Company, L.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.)
2. New Jersey  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. May 22, 1998  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. May, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 70 South Orange Avenue, Suite 225  
Livingston, New Jersey 07039  
(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:
B. Morton Gittlin	MGRM		
10155 Collins Ave., #901			
Bal Harbour, FLA 33154			

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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.)

**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:

Benjamin Management Company, L.L.C.

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

B. Morton Gittlin

(Name)

10155 Collins Avenue, Apt. No. 901

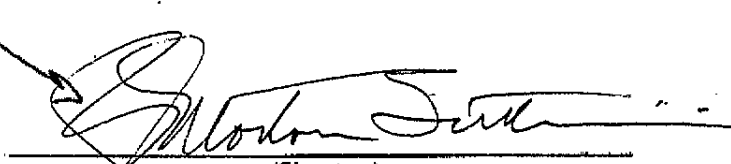
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Bal Harbour, FL 33154

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.*

  
(Signature)

**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 Benjamin Management  
Company, L.L.C. 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

\$346,204.

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.)

\$9044.00.

and

4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is

\$12,513,204.

(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.)

B. Morton Gittlin

Typed or printed name of signee

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**Filing Fee: \$250.00 for Application and Affidavit**

THIS TELECOPY IS FROM THE LAW OFFICES OF

**ST. JOHN & WAYNE, L.L.C.**

TWO PENN PLAZA EAST

NEWARK NEW JERSEY 07105-2249

TELEPHONE NO. (973) 491-3600

TELECOPIER NO. (973) 491-3555

PLEASE DELIVER IMMEDIATELY

DATE/TIME: Friday 6/5/98 11:00 a.m.

TO: Florida Secretary of State

ATTN: Ms. Diane Cushing

FAX: 850-487-6014

FROM: B. Knochenmus, Legal Assistant

ATTORNEY ID: 186

CLIENT NAME:

CLIENT/MATTER NO. 5041.01

NO. OF PAGES (INCLUDING COVER SHEET): 1

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MESSAGE:

Ms. Cushing: This fax is a follow-up to our telephone conversation regarding Paragraph 3 of the Affidavit of Membership and Contributions for Benjamin Management Company, LLC. I spoke with the client and am told that the \$9,044,000 value of non-cash property consists of a "mix of real estate and short term financial instruments" If this description is insufficient please call me immediately at 973-491-3367. Our client is requesting that this qualification be expedited. Thanks.

CONFIDENTIALITY NOTE

THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL, AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYER OR AGENT RESPONSIBLE FOR DELIVERING THIS MESSAGE TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

THE ORIGINAL OF THIS TRANSMISSION WILL BE SENT BY:

- |   |   |
|---|---|
| <input type="checkbox"/> FIRST CLASS U.S. MAIL. | <input type="checkbox"/> OVERNIGHT  |
| <input type="checkbox"/> MESSENGER              | <input checked="" type="checkbox"/> THIS WILL BE THE ONLY FORM OF DELIVERY OF THIS TRANSMISSION |

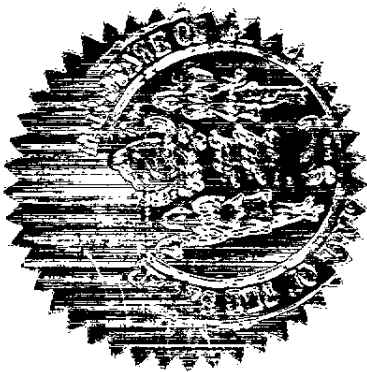
IF ANY DIFFICULTY IS EXPERIENCED WITH THIS TRANSMISSION, PLEASE CALL (973) 491-3367 AND ASK FOR Bart.

STATE OF NEW JERSEY  
DEPARTMENT OF STATE  
FILING CERTIFICATION (CERTIFIED COPY)

BENJAMIN MANAGEMENT COMPANY, L.L.C.  
0600051826

*I, the Secretary of State of the State of New Jersey, do hereby certify, that the above named business did file and record in this department a Certificate of Formation on May 20th, 1998 and that the attached is a true copy of this document as the same is taken from and compared with the original(s) filed in this office and now remaining on file and of record.*

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
26th day of May, 1998



A handwritten signature in dark ink, appearing to read "Lonna R. Hooks".

LONNA R HOOKS  
Secretary of State

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