



M980000000675

ACCOUNT NO. : 072100000032

REFERENCE : 871728 4326544

AUTHORIZATION : PPD

COST LIMIT : \$ ~~293.75~~

ORDER DATE : June 26, 1998

ORDER TIME : 10:59 AM

ORDER NO. : 871728-005

CUSTOMER NO: 4326544

CUSTOMER: Ms. Michele Beauvais-wagoner  
White & Case  
49th Floor  
200 S. Biscayne Boulevard  
Miami, FL 33131

300002573503-3  
-06/26/98-01051-014  
\*\*\*\*293.75 \*\*\*\*293.75

FOREIGN FILINGS

NAME: RIVERWALK MANAGERS LLC

FILE FIRST

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

Name Availability	MCH
Document Examiner	MCH
Updater	MCH
Updater Verifier	MCH
Acknowledgement	MCH
W. P. Verifier	MCH

519-8641

DIVISION OF CORPORATION

98 JUN 26 PM 1:22

98 JUN 26 PM 12:07

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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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Riverwalk Managers 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. 65-0844921  
(FEI number, if applicable)
4. June 23, 1998  
(Date of Organization)
5. December 31, 2038  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 150 E. Palmetto Park Road, Suite 750  
Boca Raton, FL 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>Tony Passander</u>	<u>MGRM</u>		
<u>45 Sunnypoint Crescent</u>			
<u>Scarborough, Ontario</u>			
<u>Canada M1M 1B8</u>			
<u>Alan L. Sayer</u>	<u>MGRM</u>		
<u>121 King Street West</u>			
<u>Suite 1040, P.O. 5</u>			
<u>Toronto, Ontario</u>			
<u>Canada M5H 3T9</u>			
<u>William E. Morris</u>	<u>MGRM</u>		
<u>150 E. Palmetto Park Road, #750</u>			
<u>Boca Raton, FL 33432</u>			

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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.)

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIVERWALK MANAGERS 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-FOURTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RIVERWALK MANAGERS LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF JUNE, A.D. 1998.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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981244457

AUTHENTICATION: 9158587

DATE: 06-24-98

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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:

Riverwalk Managers 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

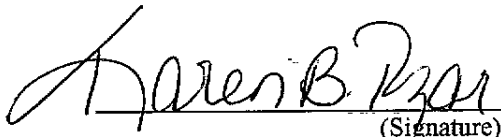
FL

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.*



(Signature)

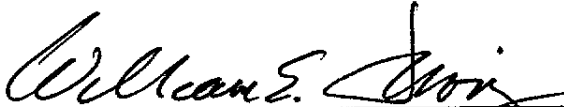
**Karen B. Rozar, As Its Agent**

**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 \_\_\_\_\_  
Riverwalk Managers 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 \$ 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.)

William E. Morris

Typed or printed name of signee

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