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7/21/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036
CONTACT: KAREN L DIDEA
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: K & S EAGLE CHASE LLC

AUDIT NUMBER.....H98000013444

DOC TYPE.....FOREIGN LIMITED LIABILITY COMPANY

CERT. OF STATUS..0 PAGES..... 4

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$337.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ATTORNEY: 424

CLIENT: 099994

MATTER: 45083

COMMENTS:

PLEASE NOTE THAT THIS QUALIFICATION MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY, July 21, 1998, AND THIS FILING MUST BE MADE ONLY AFTER THE FILING OF AN APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA FOR K & S EAGLE CHASE CORP., AS THE FOREIGN CORPORATION IS THE MANAGER MEMBER OF THIS FOREIGN LLC. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

KAREN L. DIDEA
Direct Dial: 407/418-6462

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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. K & S Eagle Chase 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. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 11-3442673
(FEI number, if applicable)
4. July 8, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing date of this application
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 7001 Brush Hollow Road
Westbury, NY 11590
(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>K & S Eagle Chase Corp.</u>	<u>MGRM</u>	<u>Edward Kalikow</u>	<u>Member</u>
<u>7001 Brush Hollow Road</u>		<u>10 Grace Drive</u>	
<u>Westbury, NY 11590</u>		<u>Old Westbury, NY 11590</u>	
<u>Eugene Shalik</u>	<u>Member</u>		
<u>120 Tall Oak Crescent</u>			
<u>Oyster Bay Cove, NY 11791</u>			

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Filing Fee: \$ 52.50 for Application

THIS DOCUMENT PREPARED BY WILLIAM BIRD, ESQUIRE
 FLORIDA BAR NO. 0623504
 Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
 215 N. Eola Drive, Orlando, Florida 32801
 (407) 843-4600

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**State of New York
Department of State**

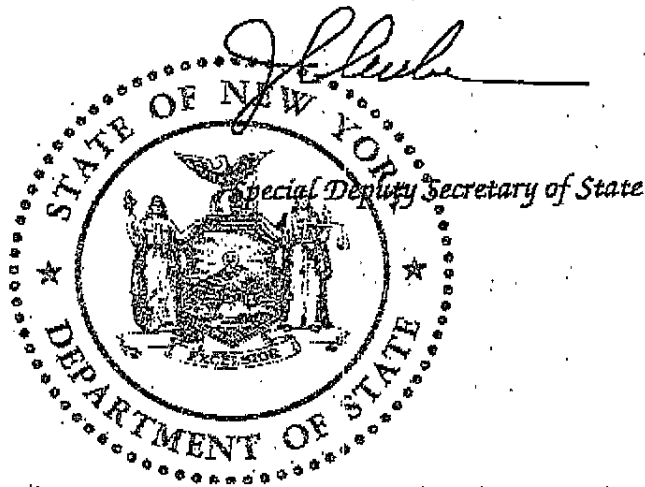
SS:

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I hereby certify, that R & S EAGLE CHASE LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 07/08/1998, and that the limited liability company is subsisting so far as shown by the records of the Department.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 16th day of July
one thousand nine hundred and
ninety-eight.*

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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 IN DESIGNATING THE REGISTERED OF-
FICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

K & S Eagle Chase LLC

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

William Bird, Esq.

(Name)

215 North Eola Drive

(P.O. Box not acceptable)

Orlando, FL 32801

(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.

WMB
(Signature)

7/16/98
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

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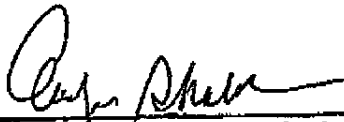
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

K & S Eagle Chase LLC

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 \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ N/A. 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
\$ 100.00. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
On accordance with section 607.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.
Eugene Shalik, Member

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Filing Fee: \$ 52.50 for Affidavit

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