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PLEASE REPLY TO:
MIAMI

BROWARD OFFICE
2455 HOLLYWOOD BLVD.
SUITE 118
HOLLYWOOD, FL 33020
(954) 929-9600

ALSO ADMITTED IN:

*NEW YORK
*WASHINGTON, D.C.

**NEW YORK

LEGAL ASSISTANTS:
ROSIE GONZALEZ
EDWIN CHAVES

August 17, 1998

Registration Section
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Coconut Grove, L.L.C.

To whom it may concern:

Enclosed please find a check in amount of \$337.50 as and for the following:

Filing fee for Application and Affidavit	\$250.00
Designation of Registered Agent	\$ 35.00
Certified Copy	\$ 52.00
Total	<u>\$337.50</u>

Please return the letter of acknowledgment to my attention.

Very truly yours,

Louis J. Terminello
Louis J. Terminello

LJT:rcd
Enclosures
coconut grove, l.l.c\reg.sect.01

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TALLAHASSEE, FLORIDA

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Document Examiner	<i>CR</i>
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Acknowledgment	<i>CR</i>
W. P. Verifier	<i>CR</i>

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. Coconut Grove, 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. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. July 31, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. July 31, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 700 Front Street
Key West, FL 33040
(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>Robert Alan Romanoff, Trustee</u>	<u>MGRM</u>		
<u>Smith Family Trust</u>			
<u>120 N. LaSalle, 38th Floor</u>			
<u>Chicago, IL 60602</u>			

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 TALLAHASSEE, FLORIDA

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:

Coconut Grove, L.L.C.

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

Louis J. Terminello

(Name)

Chadroff, Terminello & Terminello

2700 S. W. 37th Avenue

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

Miami,

FL

33133

City/State/Zip

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TALLAHASSEE, FLORIDA

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 _____
Coconut Grove, L.L.C. certifies:

- 1) the above named limited liability company has one member.
- 2) the total amount of cash contributed by the member(s) is \$ 100,000.;
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 100,000.
(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.)

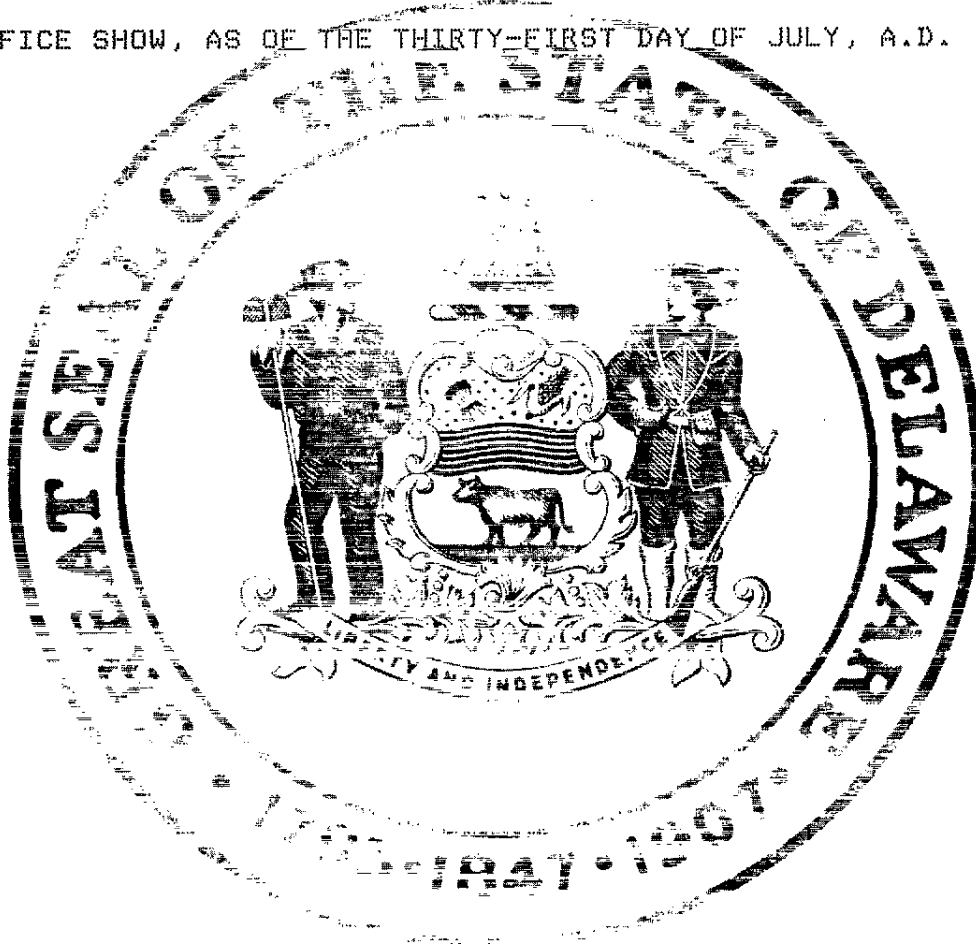
Robert Alan Romanoff, as Trustee of Smith Family Trust
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COCONUT GROVE, 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 THIRTY-FIRST DAY OF JULY, A.D. 1998.



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Edward J. Freel, Secretary of State 229854

AUTHENTICATION:

07-31-98

DATE: