



M98000000947

ACCOUNT NO. : 072100000032
REFERENCE : 942333 163137A
AUTHORIZATION : Patricia Pizuto
COST LIMIT : \$70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 28 PM 12:59

ORDER DATE : August 27, 1998 285.00
ORDER TIME : 9:42 AM
ORDER NO. : 942333-005
CUSTOMER NO: 163137A

RECEIVED
98 AUG 28 AM 10:45
DIVISION OF CORPORATION

CUSTOMER: Ms. Phyllis Tannenbaum
Credit Suisse First Boston
11 Madison Avenue
26th Floor
New York, NY 10010-3629

FOREIGN FILINGS

700002627467--3

NAME: SOUTH BEACH TRISTAR CAPITAL,
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

mk
8/28/98

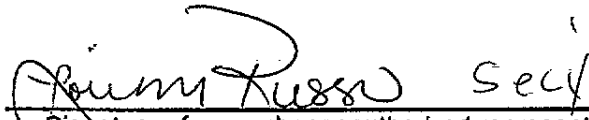
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of South Beach
Tristar Capital, 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 \$ 10,000
- 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.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 10,000 . This total includes amounts from 2 and 3 above.

PTG Holdings, Inc.

 Secy
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.)

Filing Fee: \$ 52.50 for Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 28

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: South Beach Tristar Capital, LLC,

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

Corporation Service Company

(Name)

1201 Hayes Street

(P.O. Box not acceptable)

Tallahassee, Florida 32301

(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.

By:

Mary L. Warner Asst VP
(Signature)

8/27/98

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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SECRETARY OF CORPORATIONS
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTH BEACH TRISTAR CAPITAL, 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-SEVENTH DAY OF AUGUST, A.D. 1998.

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

2937874 8300

981335760



Edward J. Freel 0273893
08-27-98
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: