

M98000001133



ACCOUNT NO. : 072100000032
REFERENCE : 982766 4302355

AUTHORIZATION : Patricia Pignatelli
COST LIMIT : \$ 285.00

ORDER DATE : October 2, 1998

ORDER TIME : 1:02 PM

ORDER NO. : 982766-005

CUSTOMER NO: 4302355

CUSTOMER: Ralph D. Mosley, Legal Asst
Tenzer Greenblatt, L.l.p.
15th Floor
405 Lexington Avenue
New York, NY 10174

RECEIVED
98 OCT -5 PM 1:53
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: SUN POINTE BAY LLC

100002655871--7

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Robert Maxwell

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
V. P. Verifier	<i>[Signature]</i>

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -5 PM 2:30

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANACT
BUSINESS IN THE STATE OF FLORIDA:**

1. SUN POINTE BAY 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. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. Delaware 3. Applied For
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 10/2/98 5. December 31, 2048
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing of Application
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. c/o DRA Advisors, Inc., 1180 Avenue of the Americas, 18th Floor
New York, NY 10036
(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)

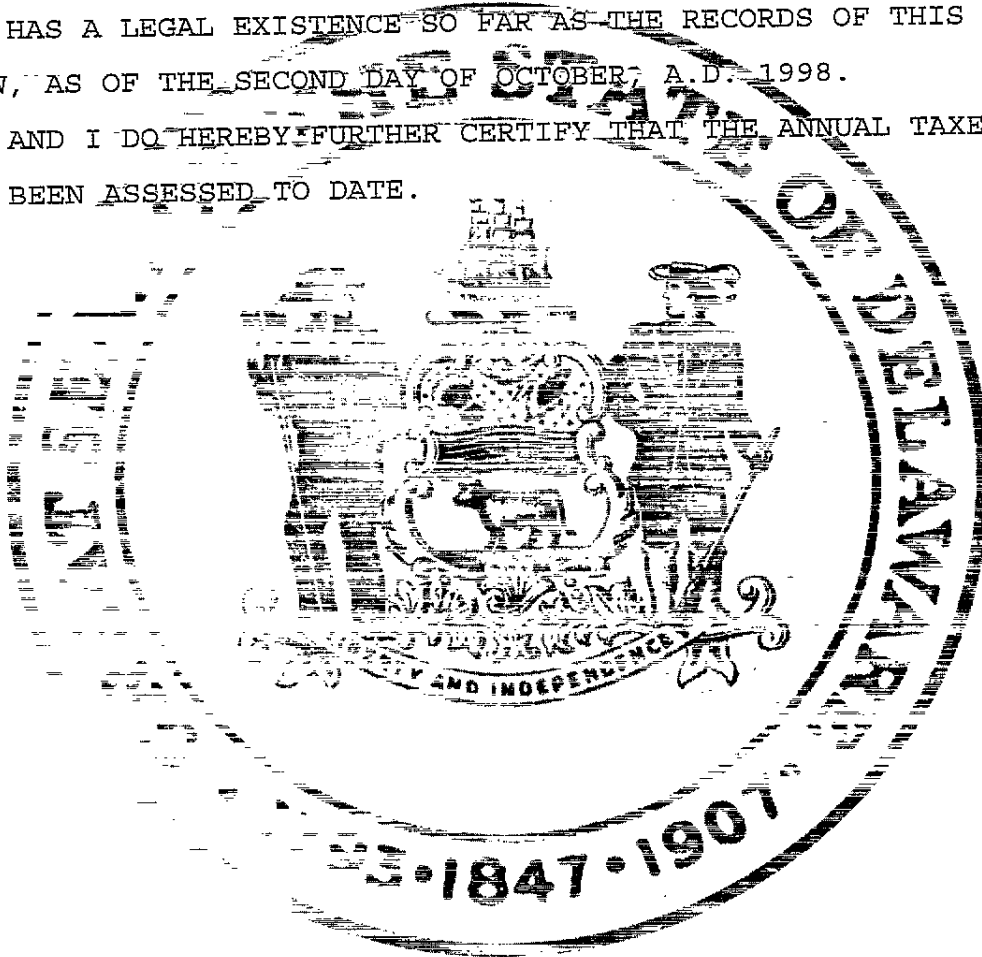
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>David Luski</u> <u>c/o DRA Advisors, Inc.</u> <u>1180 Ave. of the Americas</u> <u>18th Floor</u> <u>New York ,NY 10036</u>	<u>MGRM</u>	_____	_____
<u>Francis X. Tansey</u> <u>c/o DRA Advisors, Inc.</u> <u>1180 Ave. of the Americas</u> <u>18th Floor</u> <u>New York, NY 10036</u>	<u>MGRM</u>	_____	_____
<u>Michael Bauman</u> <u>c/oBCOM Development</u> <u>540 Brickell Key Dr.</u> <u>Suite C-1</u> <u>Miami, FL 33131</u>	<u>MGRM</u>	_____	_____

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 DIVISION OF CORPORATIONS
 98 OCT -5 PM 2: 00

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUN POINTE BAY 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 SECOND DAY OF OCTOBER, A.D. 1998.

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



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10-02-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:
DATE:

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, 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.

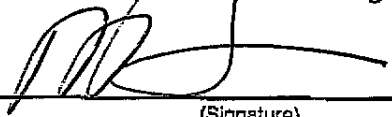
1. The name of the limited liability company is: SUN POINTE BAY LLC

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

Michael Bauman
(Name)
c/o BCOM Development
540 Brickell Key Dr., Suite C-1
(P.O. Box not acceptable)
Miami, FL 33131
(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.

By: 
(Signature)


10-2-98
(Date)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of SUN POINTE
BAY LLC deposes and says:

~~x) the above named limited liability company has at least two members x~~

- 1) ~~2)~~ the total amount of cash contributed by the member(s) is \$ 200.00.
- 2) ~~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.
- 3) ~~4)~~ the total amount of cash or property anticipated to be contributed by member(s) is \$ 200.00. This total includes amounts from 2 and 3 above.



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.)

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