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072100000032 ACCOUNT NO. :

REFERENCE :

982766

4302355

AUTHORIZATION (:

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.1.p.

15th Floor

405 Lexington Avenue New York, NY 10174

FOREIGN FILINGS

100002655871--

NAME:

SUN POINTE BAY LLC

(TYPE: <u>LL</u>) XXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

Name Availability

> Document Examiner

Updater

Updater Verifyer

Acknowledgeme

... P. Verifyer

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. SUN POINTE BAY (Name of foreign limited liability comp. "L.C." if not so contained in the name at p	any must end with resent. Please note	the words "limited company" or their at :: "L.L.C." is not an acceptable suffix in	breviation Florida.)
2. Delaware (Jurisdiction under the law of which for company is organized)	3.	Applied For ity (FEI number, if applicable	
4. 10/2/98 (Date of Organization	_	5. December 31, 2048 (Duration: Year limited liability cocase to exist or "perpetual")	mpany will
6. Upon filing of Applic (Date first transacted b) 7. c/o DRA Advisors, Inc.	usiness in Florida.	(See sections 608.501, 608.502, and 817 enue of the Americas,	7.155, F.S.) 18th Floor
New York, NY 10036 8. List name, title, and business ad	liters of anob r	principal office)	anager[MGR]who
will manage the foreign limited liabil	lity company in	Florida: (attach additional page if	necessary)
will manage the foreign limited liabil NAME & ADDRESS:	TITLE:	Florida: (attach additional page if NAME & ADDRESS:	necessary) TITLE:
NAME & ADDRESS: David Luski c/o DRA Advisors, Inc. 1180 Ave. of the Americ 18th Floor New York ,NY 10036	TITLE: MGRM cas	Tionida. (attach acomo	·
NAME & ADDRESS: David Luski c/o DRA Advisors, Inc. 1180 Ave. of the Americ	TITLE: MGRM cas MGRM	Tionida. (attach acomo	·

State of Delaware Office of the Secretary of State

PAGE 1

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.

AND IND.

PM 23

DIVISION OF CORPORATIONS
OR OLT -5 PM 2: 30

2929295 8300 981382753



l duff M 10-02-98

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 lin	nited liability company is:	SUN	POINTE	BAY	LLC	
2. The name and add	ress of the registered agent and o	ffice is				
	Michael Bauman		·			DIVISION 98 OCT
	c/o BCOM Development 540 Brickell Key Dr., St (P.O. Box not acceptable)	ite (2-1		.:	-5
	Miami, FL 33131 (City/State/Zip)					RPORATIONS PM 2: 30

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)

By:

(Date)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

	The difference of additionized representative of a member ofSUN_POINTE								
	BAY LLC	deposes and says:							
	X x x thex action wex manner of third iterational partition of the property of the a status oxino enthem a x								
1	2) the total amount of cash contributed by the member(s) is	\$ _ 200,00							
2	\$\frac{3}{2}\$) if any, the agreed value of property other than cash controls \$\frac{-0-}{2}\$. A description of the property is	ributed by member(s) is attached and made a part hereto.							
3	\$\frac{4}{200.00}\$. This total includes amounts from 2 a	ntributed by member(s) is							

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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