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ACCOUNT NO. : 072100000032

REFERENCE : 982766 4302355

AUTHORIZATION :

COST LIMIT :

\$ 285.00

Patricia Pignatelli

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 CORPORATIONS

FOREIGN FILINGS

NAME: SUN POINTE BAY LLC

100002655871--7

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX 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>
P. Verifier	<i>[Signature]</i>

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

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:

- | | | | |
|----------------------------|---------------|----------------------------|---------------|
| NAME & ADDRESS: | TITLE: | NAME & ADDRESS: | TITLE: |
|----------------------------|---------------|----------------------------|---------------|

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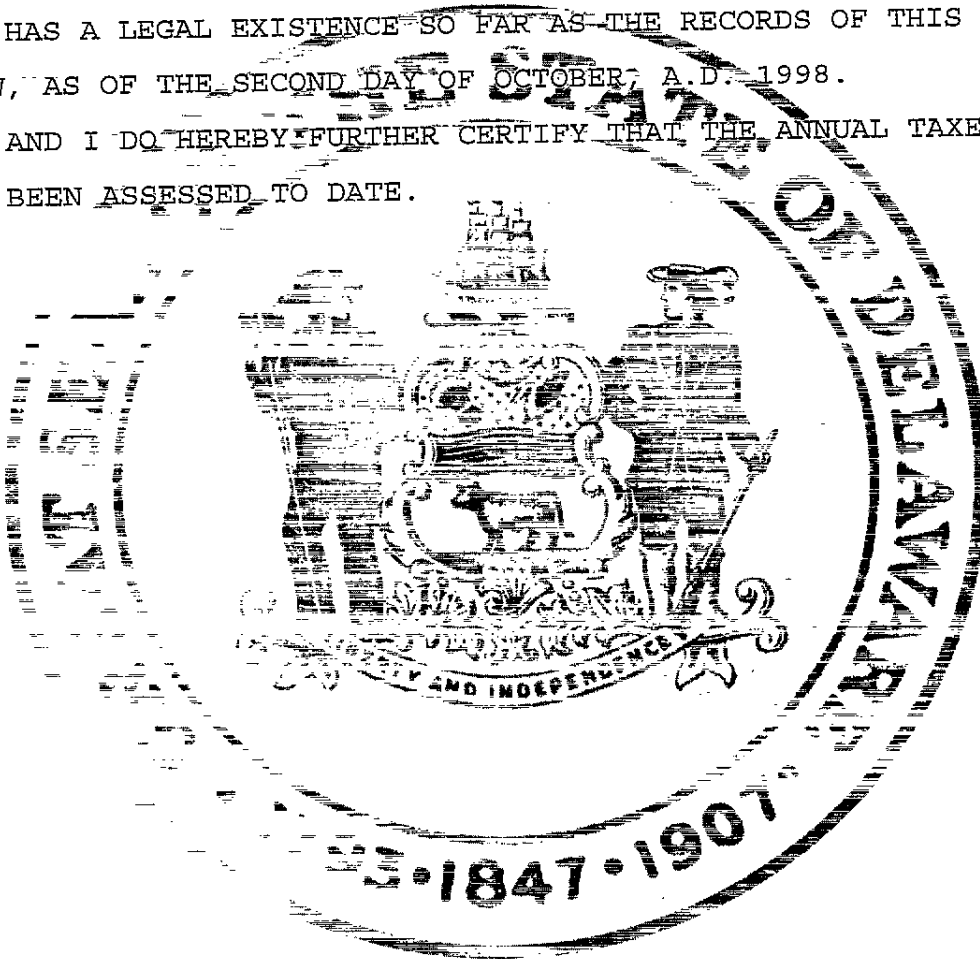
State of Delaware

PAGE 1

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

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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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DIVISION OF CORPORATIONS
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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)

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 SUN POINTE

BAY LLC deposes and says:

~~1) the above named limited liability company has at least two members~~

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