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THE UNITED STATES CORPORATION COMPANY

00789-0111-00671

ACCOUNT NO. : 072100000032

REFERENCE : 986652 4334224

AUTHORIZATION :

Patricia Puyitt

COST LIMIT : \$ 285.00

ORDER DATE : October 6, 1998

ORDER TIME : 9:57 AM

ORDER NO. : 986652-005

CUSTOMER NO: 4334224

400002660184--5

CUSTOMER: Paul Korngold, Esq
Tuchman, Katz, Schwartz,
Six E. 45th St.

New York, NY 10017

FOREIGN FILINGS

NAME: SDW 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 Maxwell

WA8-23044

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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October 9, 1998

CSC CORPORATION COMPANY
ROBERT MAXWELL

SUBJECT: SDW LLC
Ref. Number: W98000023046

RESUBMIT
Please give original
submission date as file date.

We have received your document for SDW LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

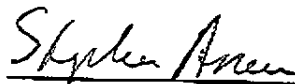
Michelle Hodges
Document Specialist

Letter Number: 798A00050315

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CONSENT

At a meeting held on October 13, 1998 it was unanimously approved by all of the members of SDW LLC, a New York Limited Liability Company, to conduct business in the State of Florida under the name SDW Realty L.L.C.



Stephen Aron, Managing Member

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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. SDW LLC
(Name of foreign limited liability company)
- 2. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 11-3373909
(FEI number, if applicable)
- 4. August 20, 1997
(Date of Organization)
- 5. December 31, 2079
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. Upon qualification
(Date first transacted business in Florida. (Sec sections 608.501, 608.502, and 817.155, F.S.))
- 7. New York Office: 14 Chiswell Drive, Melville, New York 11747
Florida Office: c/o Eliot Nisenbaum, 2555 Collins Avenue, Miami Beach, FL 33140
(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>Stephen Aron</u>	<u>Managing Member</u>		
<u>14 Chiswell Drive, Melville, NY 11747</u>			

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State of New York } ss:
Department of State

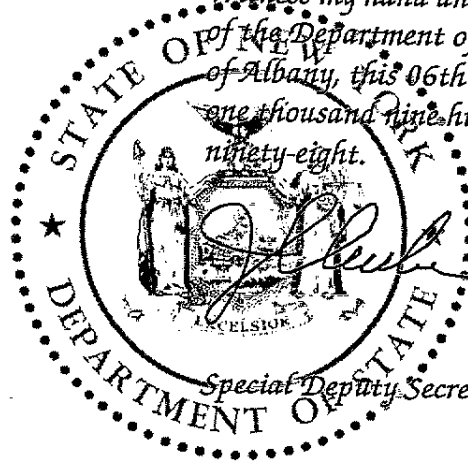
I hereby certify, that SDW LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 04/08/1997, and that the limited liability company is subsisting so far as shown by the records of the Department.

A Certificate of Affidavit of Publication of SDW LLC was filed on 08/20/1997.

A Certificate of Affidavit of Publication of SDW LLC was filed on 08/20/1997.

The limited liability company has filed proofs of publication under section 206 (c) of the Limited Liability Company Law.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 06th day of October
one thousand nine hundred and
ninety-eight.



Special Deputy Secretary of State

199810070011 61

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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:

SDW LLC

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

Eliot C. Nisenbaum

(Name)

2555 Collins Avenue, Apt. 911

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

Miami Beach, Florida 33140

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:



(Signature)


Filing Fee: \$ 35 for Designation of Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of SDW LLC
_____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 400,000 ;
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 400,000 ;
(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.)

Stephen Aron MANAGING MEMBER

 Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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