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AREA CODE 954

*MEMBER FLORIDA BAR
*MEMBER NEW YORK BAR

November 9, 1998

Secretary of State
PO Box 6327
Tallahassee, FL 32314

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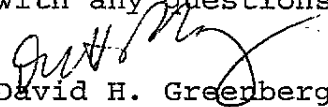
RE: Armourfend America, LLC

Dear Sirs;

I would like to qualify the above Delaware LLC (see Good Standing Certificate enclosed) in Florida, and enclose the required completed forms and filing fees as follows:

Application and Affidavit Fee:	\$250.00
Designation of Registered Agent:	\$ 35.00
Certificate of Status:	\$ 8.75

Please return a Certificate of Status herein after filing. Please call with any questions. Thank you.


David H. Greenberg
DHG/rj
Encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M98-1360

Name	OK 11-19
Availability	OK
Document	OK
Examination	OK
Updater	OK
Updater	OK
Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

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. Armourfend America, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if no so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 06-1524424
(FEI number, if applicable)
4. 8-17-98
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 12-1-98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1389 SW 12th Avenue, Pompano Beach, FL 33069
(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:
Joseph C. Kane, Jr.	Manager	Kathrine Kane	Manager
2 Greenwich Plaza #100		2 Greenwich Plaza #100	
Greenwich, CT 06830		Greenwich, CT 06830	
_____	_____	_____	_____
_____	_____	_____	_____
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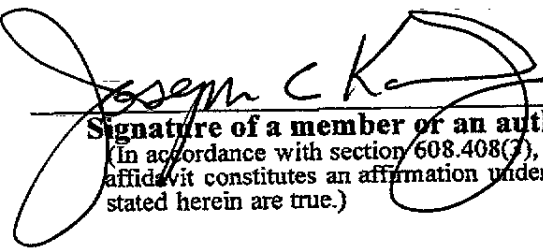
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TALLAHASSEE, FLORIDA

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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

The undersigned member or authorized representative of a member of ~~Armourfend America, LLC~~
Armourfend America, LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$10,000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ n/a ;
(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 \$10,000.00 .
(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(2), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Joseph C Kane Jr

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

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:

Armourfend America, LLC

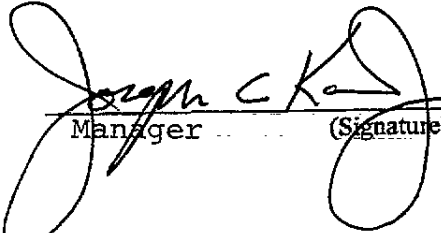
2. The name and the Florida street address of the registered agent and office are:

Kenneth Fengler, ~~Manager~~ Registered Agent
(Name)

1389 SW 12th Avenue, ~~Pompano Beach, FL 33069~~
Florida street address (P.O. Box NOT ACCEPTABLE)

Pompano Beach FL 33069
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.


Manager

(Signature)


Kenneth Fengler
Registered Agent

Filing Fee: \$ 35 for Designation of Registered Agent

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARMOURFEND AMERICA, 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 SIXTH DAY OF NOVEMBER, A.D. 1998.

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

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9392340
Edward J. Freel
Edward J. Freel, Secretary of State

11-06-98

AUTHENTICATION:

DATE: