

# M9800000/389



ACCOUNT NO. : 072100000032

REFERENCE : 037842 4804310

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 285.00

ORDER DATE : November 24, 1998

ORDER TIME : 4:01 PM

ORDER NO. : 037842-005

CUSTOMER NO: 4804310

CUSTOMER: Mr. George S. Vanarthos  
Walter Conston Alexander &  
90 Park Avenue  
14th Floor  
New York, NY 10016

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DIVISION OF CORPORATION

## FOREIGN FILINGS

000002695750--6

NAME: TOMMY BAHAMA LAS OLAS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

Name Availability	MBH
Document Examiner	MBH
Updater	MBH
Updater Verifier	MBH
Acknowledgement	MBH
W. P. Verifier	MBH

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. Tommy Bahama Las Olas LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-4030295  
(FEL number, if applicable)
4. July 13, 1998  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Currently not doing business in Florida  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1071 Avenue of the Americas, 11th Fl, New York, NY 10018  
(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:
Tommy Bahama R&R Holdings II, Inc. 1071 Avenue of the Americas, 11th Fl New York, New York 10018		Managing Member	

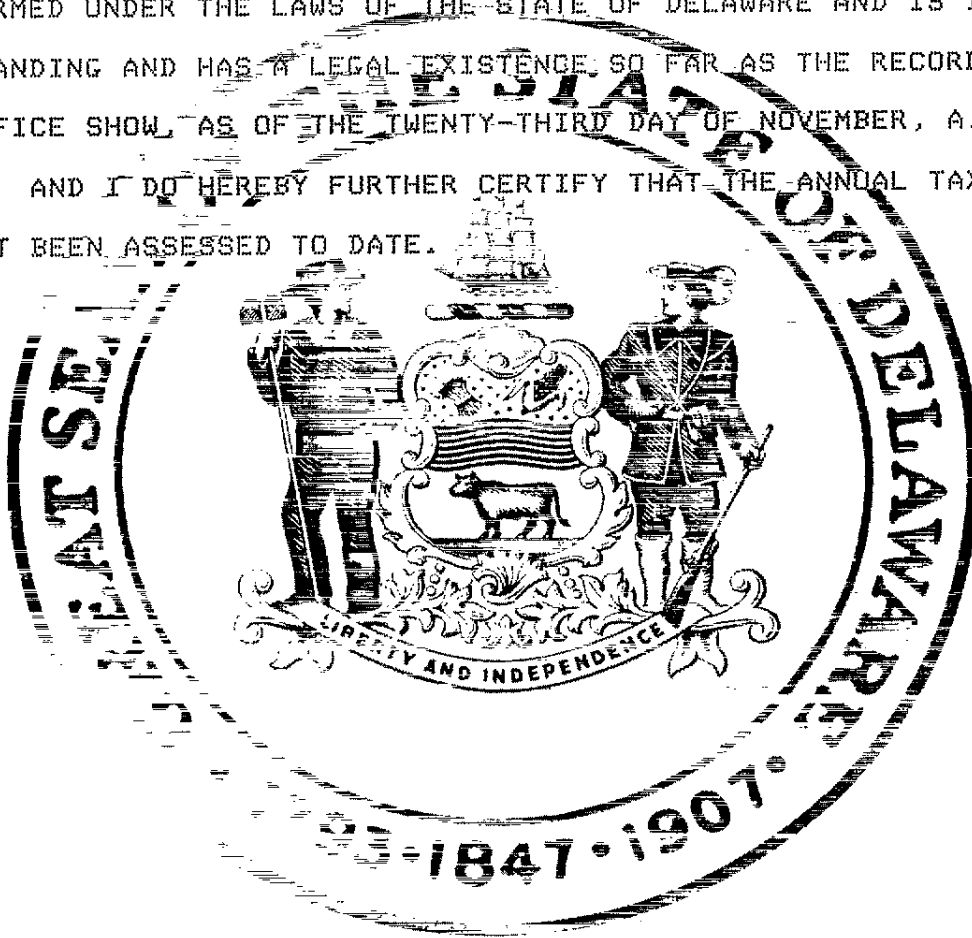
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Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOMMY BAHAMA LAS OLAS 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 TWENTY-THIRD DAY OF NOVEMBER, A.D. 1998.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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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:

Tommy Bahama Las Olas LLC

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

Corporation Service Company  
(Name)

1201 Hays Street  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301  
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.*

Corporation Service Company

By Karen B. Rozar  
(Signature)

**Karen B. Rozar, Asst. Sec.**  
Corporation Service Company

**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 Tommy Bahama Las Olas 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 \$ 500,000.00.
- 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 \$ 500,000.00  
(This total includes amounts from 2 and 3 above.)

X *S. Anthony Margolis*

**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.)

S. Anthony Margolis, President

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**