

Brown Harris Stevens
LLC Group

Babette Kroluk
Direct Dial 212-826-2900 x 524
Direct Fax 212-355-0891

**BROWN
HARRIS
STEVENS**

Established 1873

November 11, 1998

Certified Mail/RRR

Nanette Causseau
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600002636696--4
-11/25/98--01067--004
****285.00 ****285.00

Re: Brown Harris Stevens
W98000018083

Dear Ms. Causseau,

In response to your letter of August 10, 1998, enclosed please find:

1. Application for Registration of Trademark.
2. Certificate of Designation of Registered Agent
3. Application by Foreign Limited Liability Company for
Authorization to do business in Florida
4. Affidavit of Membership
5. Check for \$285

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The \$87.50 check for the Application for Registration was sent to your office with the original Application for Registration. The certification of existence of BHS Holdings, LLC has not yet been received from the New York Dept. of State but, in order to comply with the 60 day timeframe in your letter, we are sending this to you now and will send the certificate when it is received.

Name Availability	
Document Examiner	Sincerely, DCC
Updater	<i>Babette Kroluk</i> Babette Kroluk
Updater Verifier	DCC encl.
Acknowledgement	DCC
Witness	DCC

C. TAX _____
FILING. 285.00
R. AGENT FEE _____
C. COPY _____
TOTAL _____
N. BANK _____
PA. FEE DUE _____
REFUND _____

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Brown Harris Stevens Building

770 Lexington Avenue, New York, New York 10021 Telephone 212/508 7200 Facsimile 212/508 7400

Brown Harris Stevens
LLC Group

Babette Krolik
Direct Dial 212-826-2900 x 524
Direct Fax 212-355-0891

**BROWN
HARRIS
STEVENS**

Established 1873

November 17, 1998

Certified Mail/RRR

Nanette Causseau
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Brown Harris Stevens
W98000018083

Dear Ms. Causseau,

Enclosed please find the certificate of existence for BHS Holdings, LLC.
This completes BHS Holdings, LLC's application to do business and trademark
registration previously sent to you on November 11, 1998.

If you require any other information, please contact me at the address
below.

Sincerely,



Babette Krolik

encl.





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1998

BABETTE KROLIK
BROWN HARRIS STEVENS LLC GROUP
770 LEXINGTON AVENUE
NEW YORK, NY 10021

SUBJECT: BHS HOLDINGS, LLC
Ref. Number: W98000026465

We have received your document for BHS HOLDINGS, LLC and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 298A00056280

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. BHS Holdings, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. New York 3. 13-3809960
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. March 6, 1995 5. December 31, 2065
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. June, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 353 Worth Avenue
Palm Beach, Florida 33480
(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:
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<u>Arthur Zeckendorf</u>	<u>MGRM</u>		
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<u>770 Lexington Avenue</u>			
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<u>New York, NY 10021</u>			
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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 BHS Holdings, 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 *
- 3) if any, the agreed value of property other than cash contributed by member(s) is
(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
(This total includes amounts from 2 and 3 above.)

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* none for Florida activities


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.)

Arthur Zeckendorf

Typed or printed name of signee

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:

BHS Holdings, LLC

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

SBZZ of Palm Beach

(Name)

353 Worth Avenue

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

Palm Beach

FL

33480

City/State/Zip

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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.



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

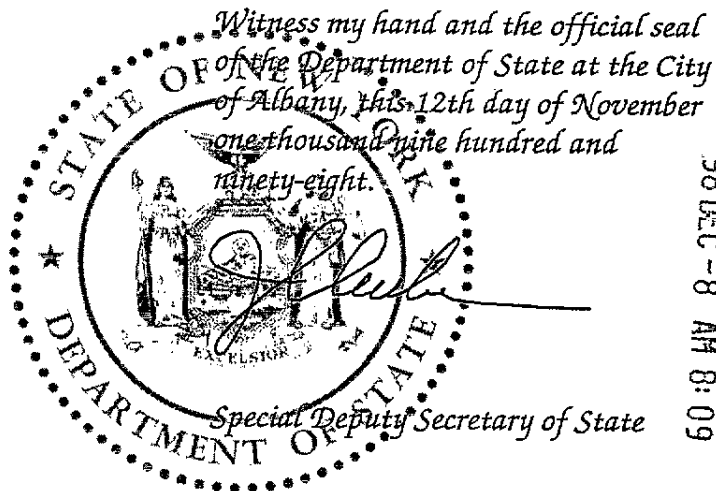
State of New York } ss:
Department of State

I hereby certify, that BHS HOLDINGS, 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 02/22/1995, 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 BHS HOLDINGS, LLC was filed on 08/30/1995.

A Certificate of Affidavit of Publication of BHS HOLDINGS, LLC was filed on 08/30/1995.

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



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