

M980000001539



ACCOUNT NO. : 072100000032
 REFERENCE : 066924 4374025
 AUTHORIZATION : *Patricia Pujot*
 COST LIMIT : \$ 285.00

ORDER DATE : December 15, 1998
 ORDER TIME : 11:12 AM
 ORDER NO. : 066924-005
 CUSTOMER NO: 4374025

500002716155--8

CUSTOMER: Ms. Tess Cledera
 Investcorp International, Inc.
 280 Park Avenue
 37th Floor, West Building
 New York, NY 10017

RECEIVED

98 DEC 18 PM 12:42
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 1100 ALBANY STREET, N.W.

FOREIGN FILINGS

NAME: BOCA-SOMERSET GP, LLC

98 DEC 18 PM 1:51
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 1100 ALBANY STREET, N.W.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

Name	<i>MWA</i>
Availability	<i>MWA</i>
Document Examiner	<i>MWA</i>
Updater	<i>MWA</i>
Updater Verifier	<i>MWA</i>
Acknowledgement	<i>MWA</i>
W. P. Verfyer	<i>MWA</i>

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Boca-Somerset GP 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. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-4034852
(FEI number, if applicable)
4. December 8, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. December 22, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1013 Centre Road
Wilmington, DE 19805
(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>1620 North Spring Street, Inc.</u>	<u>MGRM</u>	_____	_____
<u>280 Park Avenue, 37th Floor</u>		_____	
<u>New York, NY 10017</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

98 DEC 18 PM 1:51
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

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.)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOCA-SOMERSET GP 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 SIXTEENTH DAY OF DECEMBER, A.D. 1998.

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

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981484391

9465445

12-16-98



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 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:

Boca-Somerset GP LLC

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

Corporation Service Company

(Name)

1201 Hayes 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.

Nelcorah A Skipper as agent
(Signature)

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 Boca-Somerset GP 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 \$ 275,000;

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 \$ 275,000;
(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.)

F. Jonathan Dracos, Vice President of 1620 North Spring Street, Inc.
Managing Member **Typed or printed name of signee**

Filing Fee: \$250.00 for Application and Affidavit