

m99000000152

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: FRASCO Realty, L.P., ZIGAMA LLC (G.R.)
(Name of corporation) - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MATTHEW J. FRASCO
(Name of Person)

FRASCO Realty L.P.
(Firm/Company)

479 Rt. 17N
(Address)

MAHWAH, N.J. 07430
(City/State/Zip)

800002729849--7
-12/17/98--01123--002
2183.75 *337.50

Should you need to call someone concerning this matter, please call:

MATT FRASCO at (201) 529 1213
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 99 FEB -3 PM 3:00
 FILED

STREET ADDRESS:

MAILING ADDRESS:

| | |
|---|---|
| Name | 12/22/98 |
| Availability | 0108 |
| Document Examiner | 409 E. Gaines St. Tallahassee, FL 32399 |
| Enclosed is a check for the following amount: | |
| Payment Method | <input type="checkbox"/> \$70.00 Filing Fee <input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status <input type="checkbox"/> \$78.75 Filing Fee & Certified Copy <input type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy |
| Administrative Fee | DCC |
| Annual Report | DCC |
| Public Verifier | DCC |

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FF 285.00
cc 52.50

m99000000152

W98000028613

STEVEN L. PERRY, P.A.

ATTORNEY AT LAW

January 29, 1999

ATTN: Diane Cushing, Corporate Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

**Subject: ZAGARA, L.L.C., General Partner of FRASCO, REALTY, L.P. A NEW
JERSEY LIMITED PARTNERSHIP**

Ref. Number: W98000028613

Dear Ms. Cushing:

Per the instructions in your Letter Number: 298A00060073, dated December 22, 1998, enclosed herewith is a certificate of existence duly authenticated by the Department of Treasury, State of New Jersey, certifying the good standing of Zagara, L.L.C., a New Jersey Domestic Limited Liability Company, that must be submitted to the Florida Department of State in connection with the application to file an active registration in the State of Florida. Also enclosed is the filing certification of Frasco Realty, L.P. by the Department of Treasury, State of New Jersey.

In addition, per the instructions in your Letter Number: 198A00060075, dated December 22, 1998, the enclosed certificate of existence is necessary to complete the application to file an active registration in the State of Florida for Frasco Realty, L.P. a New Jersey Limited Partnership, whose General Partner is Zagara, L.L.C, a New Jersey Limited Liability Company.

I appreciate your prompt attention to the foregoing matters.

Best regards,


Steven L. Perry

SLP/dsb
Enclosures (3)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 22, 1998

STEVEN L. PERRY, P.A.
612 SOUTH FEDERAL HIGHWAY
STUART, FL 34994

SUBJECT: ZAGARA, L.L.C.
Ref. Number: W98000028613

We have received your document for ZAGARA, L.L.C. and your check(s) totaling \$337.50. 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: 298A00060073

**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. ZAGARA, L.L.C., A NEW JERSEY LIMITED LIABILITY COMPANY

(Name of foreign limited liability company must end with the words "LIMITED COMPANY" or the abbreviation "L.C." if not so contained in the name at present. Please note that "L.L.C." is not an acceptable suffix.)

2. NEW JERSEY

(The jurisdiction under the law of which the foreign limited liability company is organized.)

3. 22-3470753

(FEI number, if applicable)

4. DECEMBER 2, 1996

(Date of organization)

5. 2026

(Duration: The year the limited liability company will cease to exist or "perpetual")

6. DECEMBER 17, 1998

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

7. 479 ROUTE 17

MAHWAH, NEW JERSEY 07430

(Street address of principal office)

8. List name, title, and business address of each managing member [MGMR] or manager [MGR] who will manage the foreign limited company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

MICHAEL P. FRASCO
479 Route 17
Mahwah, New Jersey 07430

MANAGER

MATTHEW J. FRASCO
479 Route 17
Mahwah, New Jersey 07430

MANAGER

NANCY BOITNOTT
479 Route 17
Mahwah, New Jersey 07430

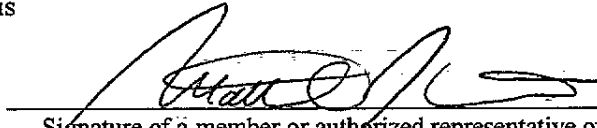
MANAGER

99 FEB -3 PM 3:00
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

The undersigned member or authorized representative of ZAGARA, L.L.C., A NEW JERSEY LIMITED LIABILITY COMPANY deposes and says:

- 1) the above named limited liability has at least two members
- 2) the total amount of cash contributed by the member(s) is \$38,515.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.00
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$0.00



Signature of a member or 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.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 FEB -3 PM 3:00
FILED

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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

ZAGARA, L.L.C., A NEW JERSEY LIMITED LIABILITY COMPANY

2. The name and address of the registered agent and office is:

STEVEN L. PERRY
612 S. FEDERAL HIGHWAY
STUART, FLORIDA 34994

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.

SM
(Signature)

12.11.98
(Date)

FILED
99 FEB -3 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$35.00 for Designation of Registered Agent

CERTIFICATE OF FORMATION

OF FILED
ZAGARA, L.L.C. OCT 2 1996

LONNA R. HOOKS
Secretary of State

To: The Secretary of State
State of New Jersey

THE UNDERSIGNED, for the purpose of forming a limited liability company pursuant to the provisions of Title 42 of the New Jersey Statutes, hereby executes the following Certificate of Formation:

FIRST: The name of the limited liability company is: **Zagara, L.L.C.**

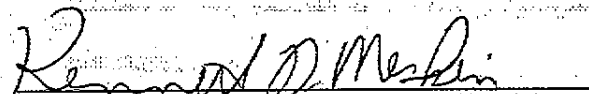
SECOND: The company has two or more members.

THIRD: The address of the limited liability company's initial registered office is care of Norris, McLaughlin & Marcus, 721 Route 202-206, P.O. Box 1018, Somerville, New Jersey 08876-1018, and the limited liability company's initial registered agent at such address is Kenneth D. Meskin, Esq.

FOURTH: To the extent permitted by New Jersey law, no member or manager of the company shall be personally liable to the company or its members for damages for breach of any duty owed to the company or its members except that this Article **FOURTH** shall not relieve a member or manager from liability for any breach of duty based on an act or omission (a) in breach of such person's duty of loyalty to the company or its members, (b) not in good faith or involving a knowing violation of law, or (c) resulting in receipt by such person of an improper personal benefit.

FIFTH: This Certificate shall be effective upon the date of filing.

IN WITNESS WHEREOF, the undersigned, an authorized person over the age of eighteen, has signed this Certificate of Formation on the 5th day of October, 1996.


KENNETH D. MESKIN, ESQ.

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

ZAGARA, L.L.C.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Limited Liability Company was
registered by this office on October 2, 1996.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

Kenneth D Meskin
721 Rt 202-206
Po Box 1018
Somerville, NJ 08876

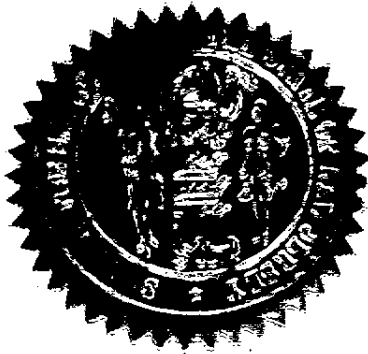
Continued on next page . . .

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -3 PM 3:00

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

ZAGARA, L.L.C.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
25th day of January, 1999.

A handwritten signature in cursive script, reading "James A. DiEleuterio, Jr.".

James A DiEleuterio, Jr.
Treasurer