

M99000000311



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 155967 7103124

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 285.00

ORDER DATE : March 3, 1999

ORDER TIME : 9:32 AM

ORDER NO. : 155967-005

CUSTOMER NO: 7103124

700002794267-4

CUSTOMER: John C. Jost, Esq
Dow Lohnes & Albertson
1200 New Hampshire Avenue, N.w
Suite 800
Washington, DC 20036-6802

RECEIVED

99 MAR -4 AM 11:30

DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: FDV MILLENNIUM, L.L.C.

99 MAR -4 PM 3:02

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

M99-311

OA

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. FDV Millennium, L.L.C.
(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 3. 59-3554934
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. May 28, 1997 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 3333 South Atlantic Drive, Grand Suite
Daytona Beach Shores, Florida 32118
(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:
John A. Servizio 3333 South Atlantic Drive Grand Suite Daytona Beach Shores, FL 32118	President, Chief Operating Officer & Secretary		MGRM
Louis J. Servizio 314 Croyden Drive Hendersonville, NC 28791	Chairman & Chief Executive Officer		MGRM
Samantha Servizio Calle Profesor Waksman, 3 Piso 3A 28036 Madrid, Spain	Vice President & Assistant Secretary		MGRM

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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.)

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:

FDV Millennium, L.L.C.

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

John A. Servizio

(Name)

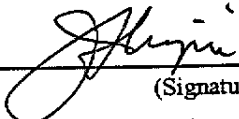
3333 South Atlantic Drive, Grand Suite

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

Daytona Beach Shores, Florida 32118

(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.


(Signature)

John A. Servizio


Filing Fee: \$ 35 for Designation of Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of _____
FDV Millennium, L.L.C. 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 \$ 251,000 ;
- 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 \$ 251,000 ;
(This total includes amounts from 2 and 3 above.)



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.)

John A. Servizio, President and Chief Operating Officer
Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit

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 "FDV MILLENNIUM, L.L.C." 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 TENTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9567328

DATE: 02-10-99