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ACCOUNT NO. : 072100000032

REFERENCE : 197474 4300909

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 285.00

ORDER DATE : April 7, 1999

ORDER TIME : 2:16 PM

ORDER NO. : 197474-005

CUSTOMER NO: 4300909

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CUSTOMER: Tara Keating, Legal Asst  
Gordon Altman Butowsky Weitzen  
114 West 47th Street  
21st Floor  
New York, NY 10036

FOREIGN FILINGS

NAME: BAYSWATER TAMPA BAY, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/8/99
Availability	xx
Document	
Examiner	DCC
Updater	DCC
Updater	
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	

CONTACT PERSON: Jeanine Reynolds

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -8 PM 3:53  
99 APR -8 PM 3:14

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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. Bayswater Tampa Bay, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for  
(FEI number, if applicable)
4. 12/10/98  
(Date of Organization)
5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Bayswater Realty & Capital Corp., 100 South Bedford Road  
Mt. Kisco, NY 10549  
(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:

Albo J. Antenucci, Jr. MGR

The Bayswater Group LLC

100 South Bedford Road

Mt. Kisco, NY 10549

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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:

Bayswater Tampa Bay, 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

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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.*

By: Karen B. Rozar  
(Signature)

**Karen B. Rozar, As Its Agent**

**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 Bayswater Tampa  
Bay, LLC certifies:

1) the above named limited liability company has at least one member;

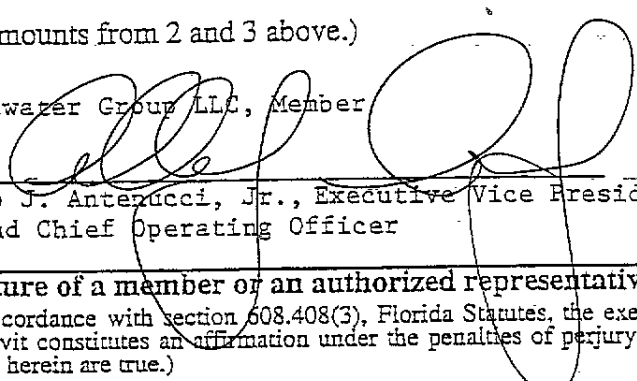
2) the total amount of cash contributed by the member(s) is \$ 1,000.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$ n/a  
(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 \$ 6,000  
(This total includes amounts from 2 and 3 above.)

The Bayswater Group LLC, Member

By:

  
Albo J. Antenucci, Jr., Executive Vice President  
and Chief Operating Officer

**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.)

The Bayswater Group LLC, Member

By: Albo J. Antenucci, Jr., Executive Vice President  
and Chief Operating Officer

Typed or printed name of signee

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

*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAYSWATER TAMPA BAY, 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 SEVENTH DAY OF APRIL, A.D. 1999.

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

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99 APR -8 PM 3:54

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04-07-99



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: