

**Much Shelis Fred Denenberg
Ament & Rubenstein, P.C.**
ATTORNEYS AT LAW

Established 1970

200 North LaSalle Street, Suite 2100
Chicago, Illinois 60601-1035
312 346-3100 Telephone
312 691-1750 Fax

April 8, 1999

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000002837620--0
-04/13/99--01026--002
*****250.00 *****250.00

Re: Chanticleer on the Bay, LLC (a Delaware LLC)

Dear Sir or Madam:

I am enclosing the following:

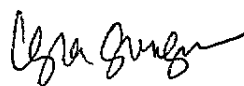
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*****35.00 *****35.00

1. Executed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Executed Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Executed Certificate of Designation of Registered Agent/Registered Office;
4. Check no. 119165 in the amount of \$250 to cover the filing fee for the LLC do business in Florida;
5. Check no. 119173 in the amount of \$35 to cover the filing fee of designating the registered agent; and
6. An original certificate of existence for Chanticleer on the Bay, LLC.

Please file the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, the attached Affidavit, and the Certificate of Designation of Registered Agent and return filed copies to me with the enclosed Federal Express label.



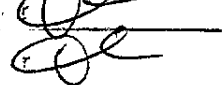
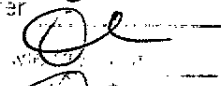

Please contact me at 312/621-1752 if you have any questions.

Very truly yours,


Leyla Gungor
Legal Assistant

cc: Susan Bell
Mark S. Litner, Esq.

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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. Chanticleer on the Bay, 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. 36-4285112
(FEI number, if applicable)
4. March 30, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. May 3, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4500 Post Road, #F67, Nashville, Tennessee 37205
(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>Susan Bell</u>	<u>member/mgr</u>	<u></u>	<u></u>
<u>4500 Post Road, #F67</u>		<u></u>	
<u>Nashville, TN 37205</u>		<u></u>	
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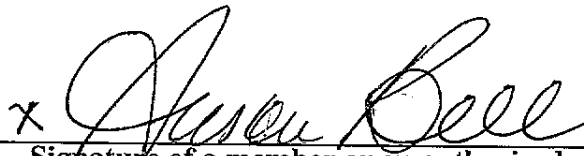
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Chanticleer on
the 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 \$ 1,165,000.;
(A description of the property is attached and made a part hereto.)
and Please see attached Exhibit A.
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,166,000.00
(This total includes amounts from 2 and 3 above.)

x 

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.)

Susan Bell

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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TALLAHASSEE, FLORIDA

Exhibit A
Property Description

A 20 (twenty) unit condominium apartment building located at 290 107th Avenue,
Treasure Island, Florida, 33706-4750.

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99 APR 13 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Chanticleer on the 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 32301-2607

City/State/Zip

FILED
99 APR 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

X Karen B. Bar

(Signature)

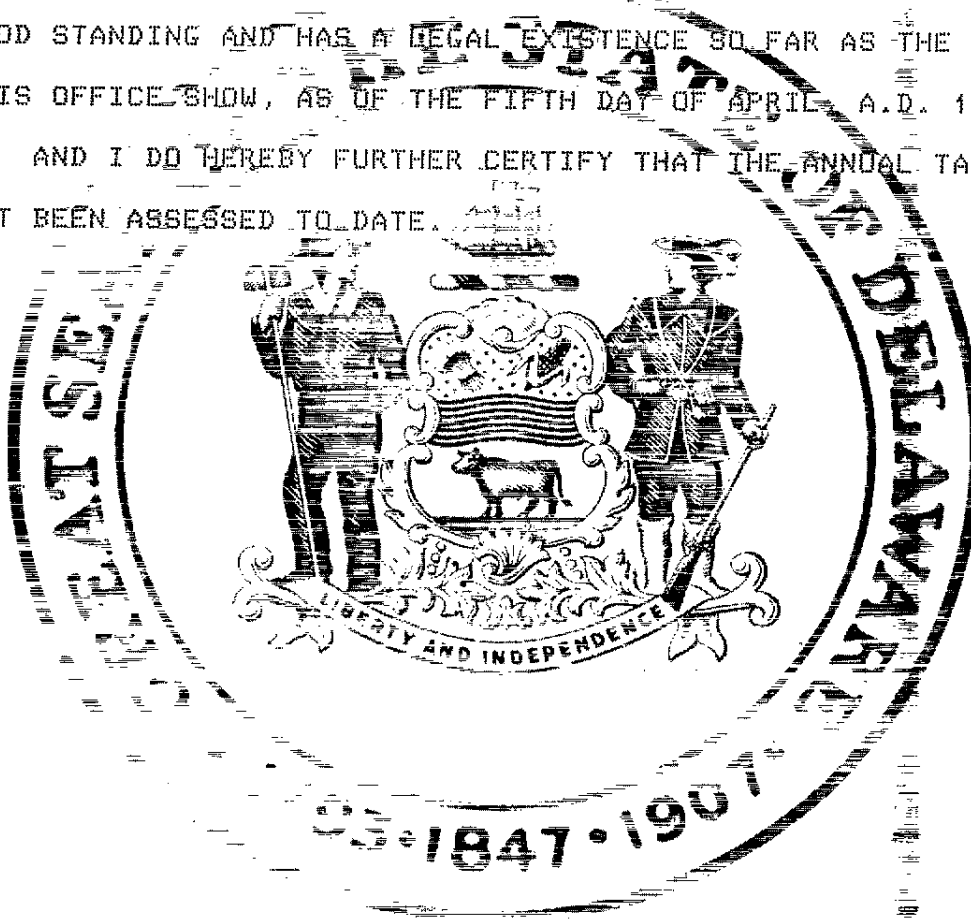
Filing Fee: \$ 35 for Designation of Registered Agent

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 "CHANTICLEER ON THE 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 FIFTH DAY OF APRIL, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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04-05-99