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Tallahassee, FL 32301  
City State Zip Phone

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\*\*\*\*285.00 \*\*\*\*285.00

CORPORATION(S) NAME

Biscayne & 54 Fast Food, L.L.C.

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**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. Biscayne & 54 Fast Food, L.L.C.  
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Missouri 3. Applied For  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. March 29, 1999 5. 12/31/2049  
(Date of Organization) (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. 315 Woodlawn, Apartment 7, O'Fallon, Missouri 63366  
(Street address of principal office)

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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>E. Stanley Kroenke</u>	<u>MGR</u>	_____	_____
<u>1001 Cherry St., #308</u>		_____	
<u>Columbia, MO 65201</u>		_____	
<u>James N. Gordon</u>	<u>MGR</u>	_____	_____
<u>23123 S. State Rd 7, #301</u>		_____	
<u>Boca Raton, FL 33428</u>		_____	
<u>Alvaro M. Cabrera, Jr.</u>	<u>MGR</u>	_____	_____
<u>495 Biltmore Way #308</u>		_____	
<u>Coral Gables, FL 33134</u>		_____	

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 \_\_\_\_\_  
Biscayne & 54 Fast Food, L.L.C. certifies:

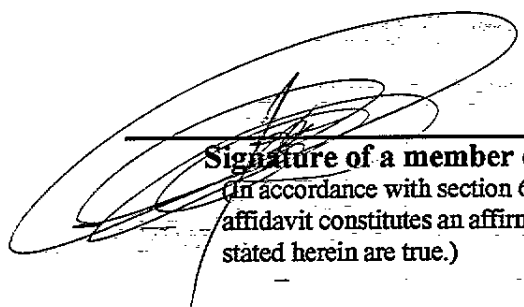
1) the above named limited liability company has at least one member;

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 \$ \_\_\_\_\_;  
(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 \$ 1,000.00  
(This total includes amounts from 2 and 3 above.)

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**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.)

James N. Gordon, General Partner of Gordon Property Company XXIV, L.L.C., Member.  
Typed or printed name of signee

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

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

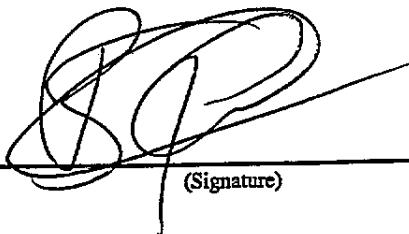
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: \_\_\_\_\_  
Biscayne & 54 Fast Food, L.L.C.

2. The name and address of the registered agent and office is:  
~~\_\_\_\_\_~~ Bryan Aston \_\_\_\_\_  
(Name)  
23123 S. State Road 7, Suite 301 \_\_\_\_\_  
(P.O. Box not acceptable)  
Boca Raton, FL 33428 \_\_\_\_\_  
(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.*

  
\_\_\_\_\_  
(Signature)

4/9/99  
\_\_\_\_\_  
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CERTIFICATE OF GOOD STANDING  
LIMITED LIABILITY COMPANY

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT  
BISCAYNE & 54 FAST FOOD, L.L.C.

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DIVISION OF CORPORATIONS

WAS FILED IN THIS OFFICE ON THE 29TH DAY OF MARCH, 1999, BECAME EFFECTIVE ON THE 29TH DAY OF MARCH, 1999, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 6TH DAY OF APRIL, 1999.

*Rebecca McDowell Cook*  
Secretary of State

