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May 7, 1999

VIA FEDERAL EXPRESS

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-05/10/99-01008-020  
\*\*\*\*346.25 \*\*\*\*346.25

Walter H. Wolfe, Jr., Esq.  
FOLEY & LARDNER  
300 East Park Avenue  
Tallahassee Florida 32301

Re: Hollywood Towne House, LLC, an Oregon Limited Liability Company

Dear Walter:

As Margaret discussed with you this afternoon, there is some urgency to filing the attached documents with the Department of State and we are most appreciative that you have offered to assist us in accomplishing this filing. I enclose original and duplicate set of the following documents for filing:

1. Application by foreign Limited Liability Company For Authorization To Transact Business in Florida;
2. Certificate of Designation of Registered Agent
3. Affidavit of Membership and Contributions; and
4. Certificate of Good Standing

I also enclose our check in the amount of \$346.25 to cover the filing fees. Please file these documents with the Division as soon as possible on Monday and forward the duplicate filed copy and Copy of Certificate of Status to me by overnight courier for receipt Tuesday morning.

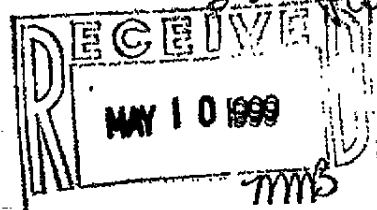
Name	Available
Document Examiner	Please call DCC
Updater	DCC
Updater Verifier	DCC
Acknowledged	Enclosure(s) as noted
cc:	William P. Sklar, Esq. (w/o enclosures)
W. P. Verifier	DCC

me if there are any questions regarding this filing. Thank you again for your help.

Sincerely,

*Marilyn A. Moore*  
Marilyn A. Moore

*Call when Ready 222-6100 Patty*



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# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

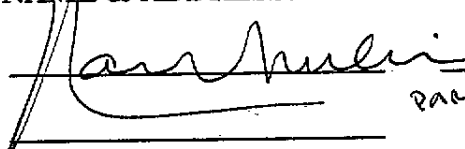
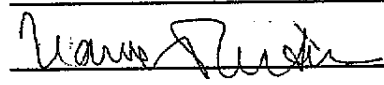
IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. HOLLYWOOD TOWNE HOUSE, 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. Oregon  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 22-1890118  
(FEI number, if applicable)
4. March 14, 1997  
(Date of Organization)
5. 12-31-2036  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. The limited liability company has not transacted business in Florida as of the date of this Application.  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4635 Cason Cove Drive  
Orlando, Florida 32811-6623  
(Street address of principal office)

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SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

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:
Harold M. Bruskin	Manager
114 Raritan Avenue	
Highland Park, NJ 08904	
Norman Reitman	Manager
498 Harrison Avenue	
Highland Park, NJ 08904	

NAME & ADDRESS:	TITLE:
	PARTNER
	PARTNER

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:

HOLLYWOOD TOWNE HOUSE, LLC

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

Harold M. Bruskin

(Name)

2900 North Course Drive  
Building 53, Apt. #402

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

Pompano Beach

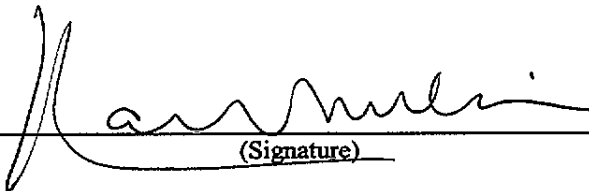
33069

FL

City/State/Zip

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99 MAY 10 PM 12:05  
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.*


  
(Signature)

**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 HOLLYWOOD TOWNEHOUSE, 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 \$ 104,000;
- 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 \$ 104,000.  
(This total includes amounts from 2 and 3 above.)

  
\_\_\_\_\_  
**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.)

HAROLD M. BRUSKIN

\_\_\_\_\_  
Typed or printed name of signee

FILED  
99 MAY 10 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

CERTIFICATE

# State of Oregon

OFFICE OF THE SECRETARY OF STATE  
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

**HOLLYWOOD TOWNE HOUSE, LLC**

was  
organized  
under the Oregon  
**Limited Liability Company Act**  
on  
**March 14, 1997**

and is active on the records of the Corporation Division as  
of the date of this certificate.

FILED  
99 MAY 10 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In Testimony Whereof, I have hereunto set  
my hand and affixed hereto the Seal of the  
State of Oregon.

PHIL KEISLING, Secretary of State



By

*Marilyn R. Smith*  
Marilyn R. Smith

April 26, 1999