

m99000000872



ACCOUNT NO. : 072100000032
REFERENCE : 254662 4300101
AUTHORIZATION : Patricia Pizzuto
COST LIMIT : \$ 285.00

ORDER DATE : May 26, 1999
ORDER TIME : 4:14 PM
ORDER NO. : 254662-005
CUSTOMER NO: 4300101

CUSTOMER: Stephen P. Long, Esq
Ballon Stoll Bader & Nadler Pc
1450 Broadway
14th Floor
New York, NY 10018-2268

300002890373--7

FOREIGN FILINGS

7

W99-12642

NAME: CLUCK INVESTMENTS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	
Availability	CERTIFIED COPY
	<u>XX</u> PLAIN STAMPED COPY
Document	CERTIFICATE OF GOOD STANDING
Examiner	DCC
Updater	DCC
Updater	
Verifier	DCC
Act no. Hedgement	DCC
W. P. Verifier	DCC

CONTACT PERSON: Tamara Odom

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 28 PM 4:43

RECEIVED

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

99 MAY 28 PM 4:50

FILED

m99000000872



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 1, 1999

CSC

SUBJECT: CLUCK INVESTMENTS, LLC
Ref. Number: W99000012642

RESUBMIT

Please give original
submission date as file date.

*Please backdate to
5-28-99.
Thanks.*

We have received your document for CLUCK INVESTMENTS, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being retained for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The document must contain the original date of filing/authorization in Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 599A00029706

RECEIVED
JUN 3 1999
TALLAHASSEE
FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 9, 1999

TAMARA ODOM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: CLUCK INVESTMENTS, LLC
Ref. Number: W99000012642

We have received your document for CLUCK INVESTMENTS, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As discussed, the company's address in Item 7 is listed as being the Tallahassee address of CSC.

Please note that since Annual Report notices will be mailed to this address, the company may wish to specify another address -- which could later be changed if necessary.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 799A00031079

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. CLUCK INVESTMENTS, LLC
(Name of foreign limited liability company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 52-2169854
(FEI number, if applicable)
4. April 29, 1999
(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. 11 Runnymede Road, Chappaqua, NY 10514
(Street address of principal office)
- 99 MAY 28 PM 4:50
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SECRETARY OF STATE
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:

NAME & ADDRESS:

TITLE:

Stephen P. Long, Trustee
Kendoric Trust
11 Runnymede Road
Chappaqua, NY 10514

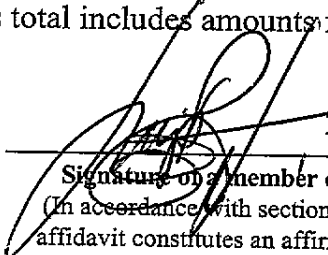
Member
AND
MANAGER

[illegible]

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
of
FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of CLUCK INVESTMENTS, 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 \$ -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 member(s) is \$1,000.00;
(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 or perjury that the facts stated herein are true.)

Stephen P. Long, Trustee, KENDORIC TRUST

Typed or printed name of Signee

Filing Fee: \$250.00 for Application and Affidavit

F:\DATA\slong\MyFiles\CORPMAS\ANTZIS MERGER.CLUCK.AFF OR MEMBRSHIP&CONTRIBUTNS OF FOREIGN LLC.wpd

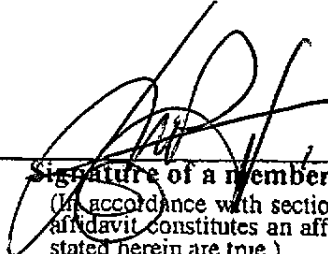
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99 MAY 28 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of CLUCK
INVESTMENTS, 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
- 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
(This total includes amounts from 2 and 3 above.)

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99 MAY 28 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
\$ 1,000.00
\$ -0-
\$ 1,000.00

 TRUSTEE, KENDORIC TRUST
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.)

Stephen P. Long, Trustee

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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

CLUCK INVESTMENTS, 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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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.

Corporation Service Company

By: Judith L. Blongett

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLUCK INVESTMENTS, 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 SECOND DAY OF JUNE, A.D. 1999.

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

FILED
99 MAY 28 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3036860 8300

991220934



Edward J. Freel

9781173

06-02-99

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: