



THE UNITED STATES
CORPORATION
COMPANY

M990000001118

ACCOUNT NO. : 072100000032

REFERENCE : 306787 4300909

AUTHORIZATION

Patricia Pignato

COST LIMIT : \$ 285.00

ORDER DATE : July 14, 1999

ORDER TIME : 4:29 PM

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ORDER NO. : 306787-005

CUSTOMER NO: 4300909

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

FOREIGN FILINGS

NAME: BAYSWATER GLEN EAGLE, LLC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JEANINE REYNOLDS

FILED
99 JUL 15 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SL
7-20-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 15, 1999

CSC

SUBJECT: BAYSWATER GLEN EAGLE, LLC
Ref. Number: W99000016309

RESUBMIT
Please give final
submission date by this date.

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

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 099A00036491

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TALLAHASSEE, FLORIDA

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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 Glen Eagle, 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. 13-402-4794
(FEI number, if applicable)
4. July 12, 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. 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:
<u>Albo J. Antenucci, Jr.</u>	<u>MGR</u>	<u></u>	<u></u>
<u>The Bayswater Group LLC</u>		<u></u>	
<u>100 South Bedford Road</u>		<u></u>	
<u>Mt. Kisco, NY 10549</u>		<u></u>	
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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:

Bayswater Glen Eagle, 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

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: Deborah D. Skipper

(Signature)

Deborah D. Skipper
as its agent

Filing Fee: \$ 35 for Designation of Registered Agent

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TALLAHASSEE, FLORIDA

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

The member or authorized representative of a member of Bayswater Glen Eagle, 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 \$ 6,000.00.
(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 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

Filing Fee: \$250.00 for Application and Affidavit

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

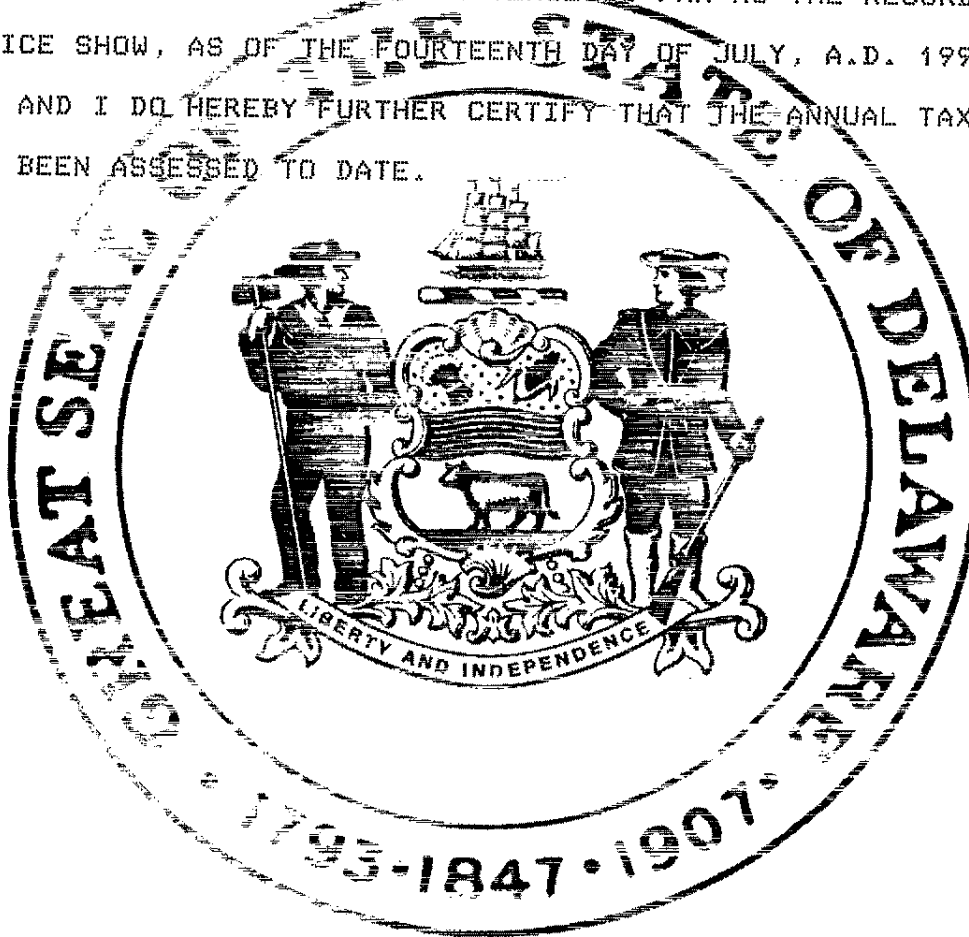
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FILED

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAYSWATER GLEN EAGLE, 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 FOURTEENTH DAY OF JULY, A.D. 1999.

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



3067653 8300

991288532

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

9864382

DATE:

07-14-99