



THE UNITED STATES
CORPORATION
COMPANY

M9900000/146

ACCOUNT NO. : 072100000032

REFERENCE : 309212 4813885

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 337.50

ORDER DATE : July 15, 1999

ORDER TIME : 1:01 PM

600002935056--2

ORDER NO. : 309212-025

CUSTOMER NO: 4813885

CUSTOMER: Ken Wagner, Legal Asst
Newman Tannenbaum Helpert
900 Third Avenue
13th Floor
New York, NY 10022-4775

FOREIGN FILINGS

NAME: GROVE INVESTMENTS SERIES II
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

FILED
99 JUL 19 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUL 19 PM 1:30
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

11/17
10/11
726-99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 20, 1999

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: GROVE INVESTMENTS SERIES II LLC
Ref. Number: W99000016617

346.25

We have received your document for GROVE INVESTMENTS SERIES II LLC and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The registered agent designated must be an active Florida corporation or a foreign corporation authorized to transact business in Florida. Please correct the document.

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: 599A00037012

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TALLAHASSEE, FLORIDA

99 JUL 23 PM 4:40
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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. GROVE INVESTMENTS SERIES II 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. Applied For
(FEI number, if applicable)
4. July 13, 1999
(Date of Organization)
5. December 31, 2049
(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 McCann, Inc.
1271 Avenue of the Americas, 40th Floor
New York, NY 10020
(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:
Bruce Fahey			
c/o Ron Alfieri	MGRM		
2700 Tigertail Avenue			
Coconut Grove, FL 33133			

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99 JUL 19 AM 10:34
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 _____

GROVE INVESTMENTS SERIES II 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 contributed
by member(s) is \$ 1,000.00.
(This total includes amounts from 2 and 3 above.)

Bruce Fahey
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.)

BRUCE FAHEY

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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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:

GROVE INVESTMENTS SERIES II LLC

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

GROVE MIAMI HOLDINGS, INC.

(Name)

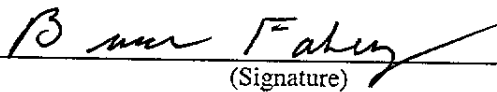
2700 Tigertail Avenue

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

Coconut Grove FL 33133

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.


(Signature)

Bruce Fahey, for Grove Miami Holdings, Inc.

Filing Fee: \$ 35 for Designation of Registered Agent

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TALLAHASSEE, FLORIDA

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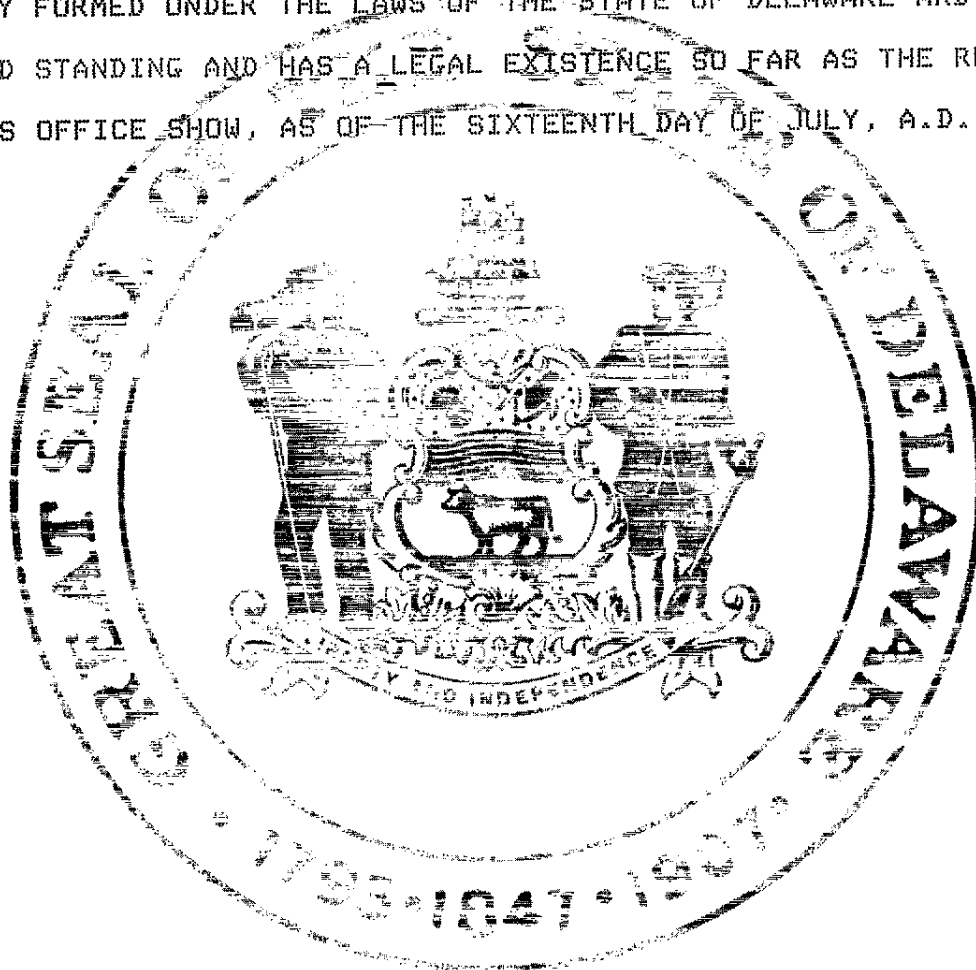
FILED

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GROVE INVESTMENTS SERIES II 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 SIXTEENTH DAY OF JULY, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

3069287 8300

DATE:

9868062

991291839

07-16-99