



M990000001149

ACCOUNT NO. : 072100000032

REFERENCE : 309212 4813885

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ ~~337.50~~

346.25

ORDER DATE : July 15, 1999

ORDER TIME : 12:44 PM

ORDER NO. : 309212-005

CUSTOMER NO: 4813885

400002935064--8

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

FOREIGN FILINGS

NAME: GROVE OCEAN 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

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JUL 19 AM 11:21  
99 JUL 19 PM 1:31

FILED RECEIVED

SL  
7-26-99



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 20, 1999

CSC

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: OCEAN GROVE LLC  
Ref. Number: W99000016613

We have received your document for OCEAN GROVE 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: 799A00037007

*Shawn - Please call me  
about this - Thanks  
Christine*

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TALLAHASSEE, FLORIDA

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59 JUL 26 AM 8:47  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
59 JUL 22 PM 2:17  
REGISTRATION OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**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. GROVE OCEAN 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:
Grove Investments Series I LLC c/o Ron Alfieri 2700 Tigertail Avenue Coconut Grove, FL 33133	MGRM		

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 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 OCEAN 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 \$140,000,000;
- 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 \$140,000,000.  
(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, Managing Member of Grove Investments Series I LLC,  
the Managing Member of Grove Ocean LLC

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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:

GROVE OCEAN LLC

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

GROVE MIAMI HOLDINGS, INC.

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(Name)

2700 Tigertail Avenue

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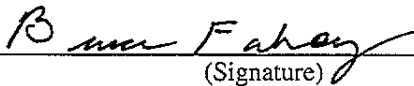
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Coconut Grove      -      FL      33133

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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**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

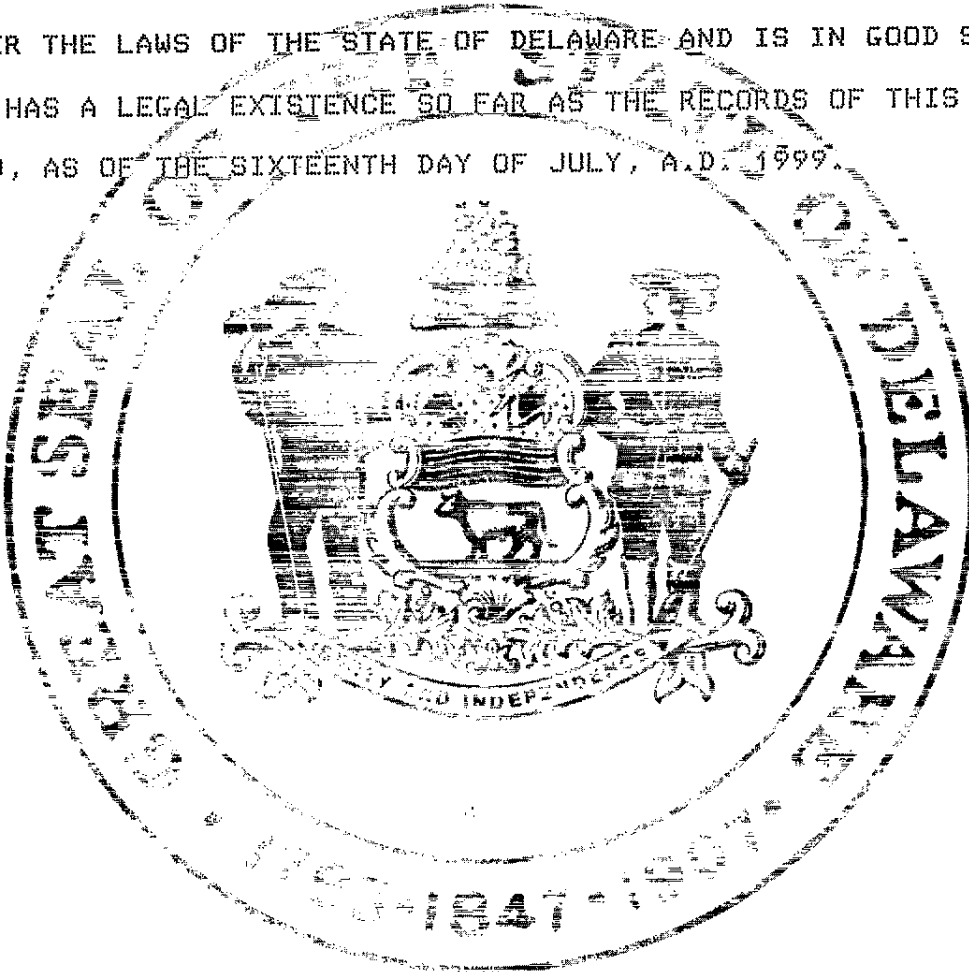
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FILED

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 "GROVE OCEAN 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:

DATE: 9868017

3069303 8300

991291777

07-16-99