



1199000000/152

ACCOUNT NO. : 072100000032

REFERENCE : 288455 4301683

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 285.00

ORDER DATE : June 25, 1999

ORDER TIME : 10:11 AM

800002927128--7

ORDER NO. : 288455-005

CUSTOMER NO: 4301683

CUSTOMER: Mr. Daniel S. Rubin  
Moses & Singer Llp  
1301 Avenue Of The Americas  
40th Floor  
New York, NY 10019

FOREIGN FILINGS

NAME: SMART CRUISER LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

FILED  
99 JUL -9 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 JUL -9 AM 10:43  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

7-26-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 9, 1999

CSC

SUBJECT: SMART CRUISER LLC  
Ref. Number: W99000015813

We have received your document for SMART CRUISER 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:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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: 299A00035627

**RESUBMIT**

Please give original  
mission date as file date.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL -9 PM 1:18

FILED

99 JUL 26 AM 9:55

RECEIVED

# 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. SMART CRUISER 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  
(FEI number, if applicable)
4. June 2, 1999  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1334 Fairfax Circle East  
Boynton Beach, FL 33462  
(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>Smolinski Family</u>	<u>Member</u>	<u>Lee A. Smolinski</u>	<u>Manager</u>
<u>Partnership, L.P.</u>		<u>1334 Fairfax Circle East</u>	
<u>1334 Fairfax Circle East</u>		<u>Boynton Beach, FL 33462</u>	
<u>Boynton Beach, FL 33462</u>			
<u>Holtz Family Partners, Member</u>		<u>Michael Holtz</u>	<u>Manager</u>
<u>L.P.</u>		<u>111 West 67th Street, #36-B</u>	
<u>111 West 67th Street, #36-B</u>		<u>New York, NY 10023</u>	
<u>New York, New York 10023</u>			

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.)

FILED  
99 JUL -9 PM 1:18  
TALLAHASSEE, FLORIDA

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

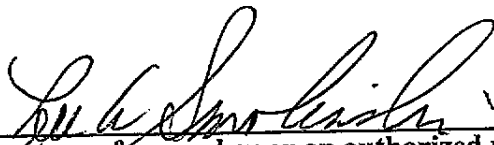
The member or authorized representative of a member of SMART CRUISER LLC  
\_\_\_\_\_ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 50,000 ;

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 \$ 50,000 .  
(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.)

Lee A. Smolinski  
\_\_\_\_\_  
Typed or printed name of signee

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

FILED  
99 JUL -9 PM 1:18  
CLERK OF DISTRICT COURT  
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:

Smart Cruiser LLC

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

Lee A. Smolinski

(Name)

1334 Fairfax Circle East

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

Boynton Beach

Florida 33462

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: Lee A. Smolinski

(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

FILED  
99 JUL -9 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMART CRUISER 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 TWENTY EIGHTH DAY OF JUNE, A.D. 1999.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

3650531 8300

991263008

AUTHENTICATION:

9934393

DATE:

06-28-99