



THE UNITED STATES
CORPORATION
COMPANY

M990000001191

ACCOUNT NO. : 072100000032

REFERENCE : 324514 4803460

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 285.00

ORDER DATE : July 29, 1999

ORDER TIME : 8:51 AM

ORDER NO. : 324514-005

CUSTOMER NO: 4803460

000002947050--7

CUSTOMER: Ms. Angela A. Reid
Lowenstein Sandler Pc
65 Livingston Avenue

Roseland, NJ 07068-1791

FOREIGN FILINGS

NAME: FOXHILL MANAGEMENT, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

FILED
99 AUG -2 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-2-99

RECEIVED
99 AUG -2 AM 9:56
DEPT. OF STATE
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. FOXHILL MANAGEMENT, L.L.C.
(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. 59-3585970
(FEI number, if applicable)
4. JUNE 22, 1999
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON FILING OF THIS APPLICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 29254 BAY HOLLOW DRIVE, NUMBER 3265, WESLEY CHAPEL, FLORIDA 33543

(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>JAMES VAN ELSWYK</u>	<u>MGRM</u>	<u>KATHLEEN VAN ELSWYK</u>	<u>MGRM</u>
<u>29254 BAY HOLLOW DRIVE</u>		<u>29254 BAY HOLLOW DRIVE</u>	
<u>NUMBER 3265</u>		<u>NUMBER 3265</u>	
<u>WESLEY CHAPEL, FL 33543</u>		<u>WESLEY CHAPEL, FL 33543</u>	
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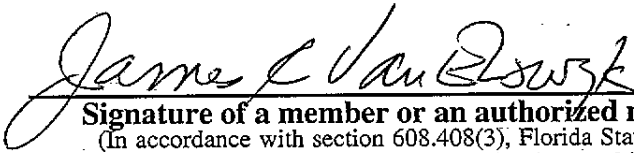
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 member or authorized representative of a member of FOXHILL MANAGEMENT, L.L.C.
_____ 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 \$ 200.00 ;
- 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 \$ 200.00 .
(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.)

JAMES VAN ELSWYK

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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99 AUG -2 AM 10:50
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:

FOXHILL MANAGEMENT, L.L.C.

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

CORPORATION SERVICE COMPANY

(Name)

1201 HAYES STREET

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

TALLAHASSEE, FLORIDA 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: 

(Signature)

AUTHORIZED
REPRESENTATIVE

Filing Fee: \$ 35 for Designation of Registered Agent

FILED
99 AUG -2 AM 10: 50
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 "FOXHILL MANAGEMENT, L.L.C." 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-NINTH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FOXHILL MANAGEMENT, L.L.C." WAS FORMED ON THE TWENTY-SECOND DAY OF JUNE, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

3059703 8300

AUTHENTICATION: 9894126

991314018

DATE: 07-29-99