



THE UNITED STATES CORPORATION COMPANY

M9900000/215

ACCOUNT NO. : 072100000032

REFERENCE : 303494 4300123

AUTHORIZATION :

COST LIMIT : ~~\$70.00~~

Patricia P. Piat
285.00

ORDER DATE : July 12, 1999

ORDER TIME : 2:35 PM

ORDER NO. : 303494-020

CUSTOMER NO: 4300123

200002944352--8

CUSTOMER: Ms. Claudia A. Natali
Battle Fowler Llp
75 East 55th Street
Park Avenue Tower
New York, NY 10022

FOREIGN FILINGS

NAME: 3MS OF SOUTH BEACH LLC

QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

RECEIVED

99 JUL 28 PM 3:10

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 28 PM 3:39

FILED

LC
8-3-99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 2, 1999

CSC

SUBJECT: 3MS OF SOUTH BEACH LLC
Ref. Number: W99000017513

We have received your document for 3MS OF SOUTH BEACH LLC and authorization to debit your account in the amount of \$285.00. However, document has not been filed and is being returned for the following:

We are enclosing the proper form(s) with instructions for your convenience.

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: 699A00039034

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TALLAHASSEE, FLORIDA

99 JUL 28 PM 3:39

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG -3 AM 11:24

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RE-SUBMIT
Please give original
submission date as file date.

**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. 3Ms OF SOUTH BEACH LLC
 (Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. DELAWARE 3. N/A
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. JUNE 8, 1999 5. 2050
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. JULY 27, 1999
 (Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 415 Madison Avenue, 10th Fl., New York, NY 10017

 (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>NASH RESTAURANT ASSOCIATES LLC</u>	<u>MGR</u>	_____	_____
<u>DAVID BERDON & COMPANY</u>	_____	_____	_____
<u>415 Madison Ave., 10th Fl.</u>	_____	_____	_____
<u>New York, NY 10017</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____


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 99 JUL 28 PM 3:39
 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 3Ms OF SOUTH
BEACH 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 \$10,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ --;
(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 \$10,000.00.
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 609.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Michael Freundlich

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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99 JUL 28 PM 3:39
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:

3MS of South Beach 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.

Laura R. [Signature]
(Signature)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 28 PM 3:39

FILED

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "3MS OF SOUTH BEACH 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 TWELFTH DAY OF JULY, A.D. 1999.

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

3053738 8300

991282975

9858089

07-12-99



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: