



THE UNITED STATES
CORPORATION
COMPANY

M9900000/2/6

ACCOUNT NO. : 072100000032

REFERENCE : 303494 4300123

AUTHORIZATION :

COST LIMIT :

285.00
\$ 70.00

Patricia P. Pitt

ORDER DATE : July 12, 1999

ORDER TIME : 2:35 PM

ORDER NO. : 303494-010

CUSTOMER NO: 4300123

300002944353--5

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

RECEIVED

99 JUL 28 PM 3:10

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: NASH RESTAURANT ASSOCIATES 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: Janna Wilson

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 28 PM 3:44

FILED

1.1.11
8-3-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 2, 1999

CSC

SUBJECT: NASH RESTAURANT ASSOCIATES LLC
Ref. Number: W99000017516

We have received your document for NASH RESTAURANT ASSOCIATES 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:

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: 999A00039033

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 AUG -3 AM 11:24
RESUBM
Please give origin
submission date as

**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. NASH RESTAURANT ASSOCIATES 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 (FEI number, if applicable)
company is organized)
4. JUNE 16, 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:
Michael Freundlich	MGRM		
DAVID BERDON & COMPANY			
415 Madison Ave., 10th Fl.			
New York, NY 10017			


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99 JUL 28 PM 3:44
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 NASH RESTAURANT
ASSOCIATES 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 \$ --;
(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.)



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.)

Michael Freundlich

Typed or printed name of signer

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:

Nash Restaurant Associates 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. Dwyer
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 28 PM 3:44

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 "NASH RESTAURANT ASSOCIATES 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.

3057005 8300

991282975

9858088

97-12-99



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: