



THE UNITED STATES
CORPORATION
COMPANY

M99000000/315

ACCOUNT NO. : 072100000032

REFERENCE : 347111 4813885

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 337.50

ORDER DATE : August 19, 1999

ORDER TIME : 12:33 PM

ORDER NO. : 347111-010

CUSTOMER NO: 4813885

400002965764--6

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

FOREIGN FILINGS

NAME: SOBE RETAIL I, 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: Jeanine Reynolds

FILED
99 AUG 20 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 AUG 20 PM 1:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

52-20-99

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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. SOBE RETAIL I, 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 3. Applied For
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
company is organized)

4. August 16, 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, New York 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:
William K. Madden c/o McCann Real Equities Development LLC 84 Business Park Drive Armonk, NY 10504	MGRM		
Bruce Fahey c/o McCann Inc. 1271 Avenue of the Americas 40th Floor New York, NY 10020	MGRM		
Martin G. Berger c/o McCann Real Equities Development LLC 84 Business Park Drive Armonk, NY 10504	MGRM		

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.)

**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:

SOBE RETAIL I, LLC

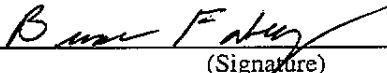
2. The name and the Florida street address of the registered agent and office are:

Grove Miami Holdings, Inc.; C/O Ron Alfieri
(Name)

2700 Tigertail Avenue
Florida street address (P.O. Box NOT ACCEPTABLE)

Coconut Grove FL 33133
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, President/Agent

Filing Fee: \$ 35 for Designation of Registered Agent

FILED
99 AUG 20 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of _____
SOBE RETAIL I, 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

\$ 100.00;

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

\$ - 0 -;

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is
(This total includes amounts from 2 and 3 above.)

\$ 100.00.

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, Member

Typed or printed name of signee

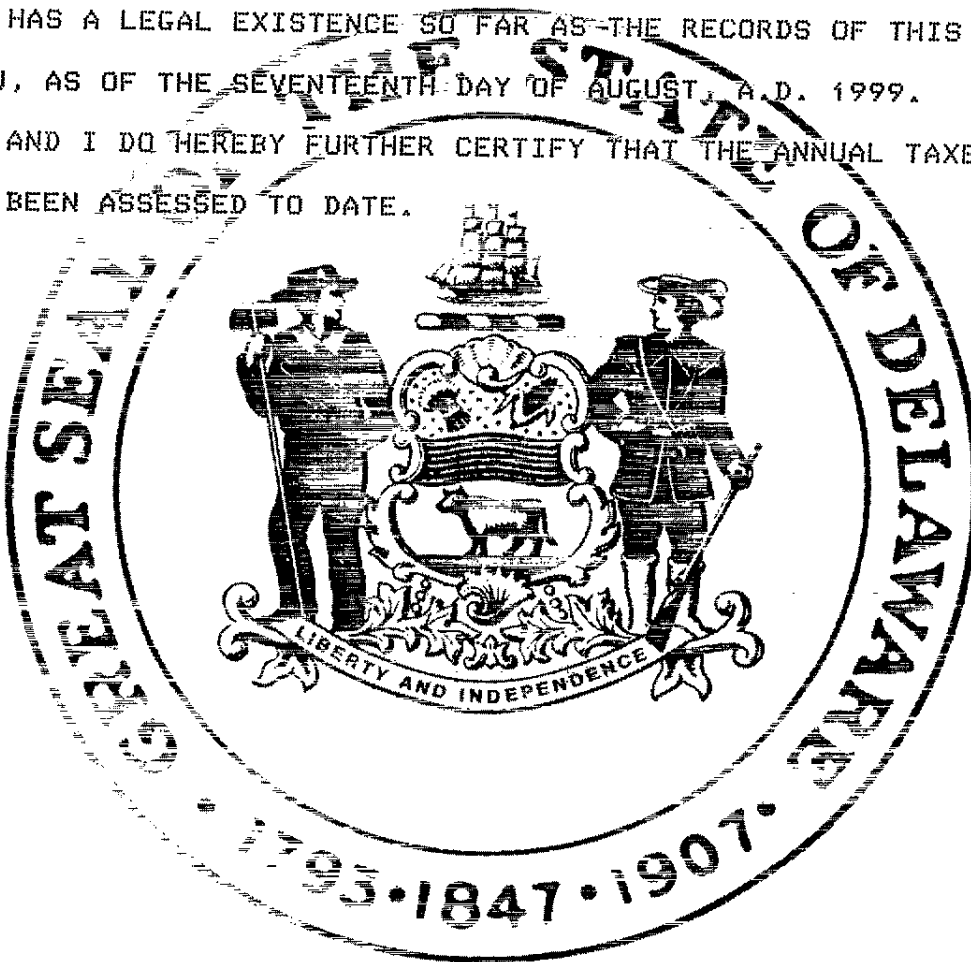
FILED
99 AUG 20 PM 3:59
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOBE RETAIL I, 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 SEVENTEENTH DAY OF AUGUST, 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

3084198 8300

991343226

AUTHENTICATION:

9926234

DATE:

08-17-99