



CENDANT

M 990000001413

July 12, 1999

Secretary of State
Division of Corporations
409 East Gaines St.
Tallahassee, Florida

Re: Numa Affinity Group L.L.C.

To Whom It May Concern:

I have enclosed, for filing, an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, along with a good standing certificate and a check in the amount of \$285.00

Please direct all quires and evidence of filing to me. My direct telephone number is 973-496-5279.

Sincerely,

Cherie Ortell
Cherie Ortell
Corporate Paralegal

Encl.

VIA AIRMAIL

800002932409--3
-09/03/99--01090--002
****285.00 ****285.00

800002932409--3
-07/15/99--01068--015
****285.00 ****285.00

800002932409--3
-09/03/99--01090--001
****903.75 ****903.75

W99-16923

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 22, 1999

CENDANT CORPORATION
ATTN: CHERIE ORTELL
6 SYLVAN WAY
PARSIPPANY, NJ 07054

SUBJECT: NUMA AFFINITY GROUP L.L.C.
Ref. Number: W99000016923

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We have received your document for NUMA AFFINITY GROUP L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 699A00037575



CENDANT

August 20, 1999

Secretary of State
Division of Corporations
409 East Gaines St.
Tallahassee, Florida

Attn.: Agnes Lunt

Re: Numa Affinity Group L.L.C. ("Numa")

Dear Ms. Lunt:

I am returning, for filing, the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, along with two checks. One is in the amount of \$903.00 and the other in the amount of \$285.00.

When we spoke on the telephone you informed me that Numa would owe \$1,000 in penalty fees and \$188.75 for their 1998 annual report, which equals an additional \$1188.75. The \$285.00 you have retained would cover the application fee. If this is incorrect, please let me know what else you require.

Please direct all quires and evidence of filing to me. My direct telephone number is 973-496-5279.

Sincerely,

Cherie Ortell

Cherie Ortell
Corporate Paralegal

Encl.

VIA AIRMAIL

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**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. Numa Affinity Group, 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. 06-1507675
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 12-5-97 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")
6. JANUARY 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 707 Summer St., Stamford, CT 06901

(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>Michael P. Monaco</u>	<u>Manager</u>	<u></u>	<u></u>
<u>707 Summer St.</u>		<u></u>	
<u>Stamford, CT 06901</u>		<u></u>	
<u>Michael H. Wargotz</u>	<u>Manager</u>	<u></u>	<u></u>
<u>6 Sylvan Way</u>		<u></u>	
<u>Parsippany, NJ 07054</u>		<u></u>	
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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 undersigned member or authorized representative of a member of Numa Affinity Group, 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 \$ 0;

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 \$ 0.
(This total includes amounts from 2 and 3 above.)

V. Ventura

Signature of a member or 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.)

VINCENT VENTURA

Typed or printed name of signee

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DIVISION OF CORPORATIONS
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Filing Fee: \$250.00 for Application and Affidavit

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Numa Affinity Group, LLC

2. The name and address of the registered agent and office is:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

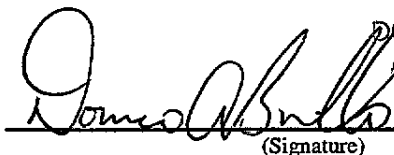
(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

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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)

DOMENIC A. BORRIELLO
Assistant Vice President

7/14/99
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NUMA AFFINITY GROUP, 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-FOURTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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991257490

AUTHENTICATION:

9827429

DATE:

06-24-99