

Filing Fee: \$150.00

ID Number: 116930



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION

(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:
CHASTELLUX LLC OK

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of DELAWARE

4. The date of its organization is December 1, 2000

5. The period of duration of the limited liability company is (if perpetual, so state) December 31, 2050

6. The address of the limited liability company's resident agent in Rhode Island is:
170 Westminster Street, Suite 900 Providence RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is Corporation Service Company
(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:
c/o CSC, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808

9. The mailing address for the limited liability company is:
c/o Stephen W. Spencer, 103 East 75th Street, New York, New York 10021

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
FEB 16 1 31 PM '01

FILED
FEB 16 2001
BY [Signature]
258 706

10. The limited liability company is to be managed by:

(Check one box only)

its members *or* by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

<u>Manager</u>	<u>Address</u>
Stephen W. Spencer	103 East 75th Street, New York NY 10021

12. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: January 29, 2001

CHASTELLUX LLC

Print Exact Name of Limited Liability Company Making Application

By



Signature of authorized person

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CHASTELLUX LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE FIRST DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3323623 8100H

AUTHENTICATION: 0951209

010054496

DATE: 02-02-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/01/2000
001602123 - 3323623

CERTIFICATE OF FORMATION

OF

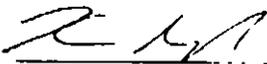
CHASTELLUX LLC
A LIMITED LIABILITY COMPANY

FIRST: The name of the limited liability company is:

CHASTELLUX LLC

SECOND: Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle, 19808, and its registered agent at such address is CORPORATION SERVICE COMPANY.

IN WITNESS WHEREOF, the undersigned, being the individual forming the Company, has executed, signed and acknowledged this Certificate of Formation this 1st day of December, A.D. 2000.



Authorized Person
Ken Scarborough