



MO1000 00155

ACCOUNT NO. : 072100000032

REFERENCE : 233511 7147753

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 125.00

ORDER DATE : July 23, 2001

ORDER TIME : 11:03 AM

ORDER NO. : 233511-010

CUSTOMER NO: 7147753

CUSTOMER: Jill Nadborny, Esq
Jill S. Nadborny, Esq.
22 Donellan Road

200004493882--5

Scarsdale, NY 10583-2008

FOREIGN FILINGS

NAME: S.E. RESIDENTIAL PALMS LLC

QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: *JP*
7-24-01

RECEIVED

01 JUL 24 PM 12:15

DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 24 PM 1:54

APPROVED
AND
FILED

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT 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. S.E. Residential Palms LLC (Name of foreign limited liability company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. Applied For (FEI number, if applicable)

4. July 17, 2001 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon authorization to transact business in Florida. (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. c/o The Praedium Group, LLC, 277 Park Avenue, 21st Floor, New York, New York 10172 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows:

The sole Managing Member is: The Praedium Performance Fund L., 277 Park Avenue, 21st Floor, New York, New York 10172

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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: Direct or indirect ownership of and/or investment in real estate.

[Signature] Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Frank P. Patafio, Vice President of the General*

Typed or printed name of signee

*Partner of Applicant's sole Managing Member

**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:

S.E. Residential Palms LLC

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

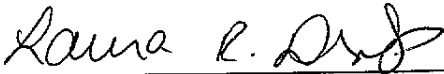
Corporation Service Company
(Name)

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 as provided for in Chapter 608, F.S..

Laura R. Dunlap
as its agent


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "S.E. RESIDENTIAL PALMS 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 TWENTY-THIRD DAY OF JULY, A.D. 2001.

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

APPROVED AND FILED

01 JUL 24 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3415682 8300

AUTHENTICATION: 1257255

010355060

DATE: 07-23-01