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(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

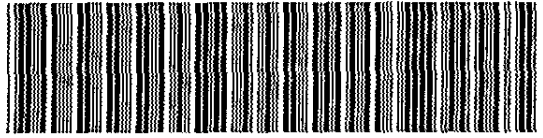
(Business Entity Name)

(Document Number)

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RAHUL P. RANADIVE
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June 5, 2003

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Ashbury-Haights LLC

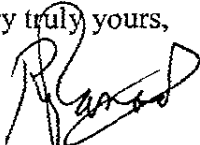
Dear Sirs:

Please find enclosed the following documents for filing with the Florida Secretary of State, Division of Corporations. Also enclosed is our check in the amount of \$125.00 to cover the filing fees. Please also provide us with a stamped copy of said filing. A stamped-addressed envelope is enclosed for this purpose.

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Ashbury-Haights LLC.

Please do not hesitate to contact me if you have any questions or require additional information concerning the foregoing. Thank you for your attention to this matter.

Very truly yours,



Rahul P. Ranadive

PRP:cmc
Enclosures

cc: Robert F. Hudson, Jr.

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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. ASHBURY-HAIGHTS 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. MAY 21, 2003 (Date of Organization) 5. PERPETUAL (Duration: Year limited liability company will cease to exist or "perpetual")

6. MAY 21, 2003 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1801 SW 22nd Street, Miami, Florida 33145 (Street address of principal office)

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

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

Sole Manager, Alex Villapalos, 1801 SW 22nd Street, Miami, Florida 33145

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: REAL ESTATE

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.)

JAVIER ARDURA

Typed or printed name of signee

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:

ASHBURY-HAIGHTS LLC

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

ALEX VILLAPALOS

(Name)

1801 ~~CORAL WAY~~ SW 22nd Street

Florida street address (P O Box NOT ACCEPTABLE)

MANAGEMENT OFFICE

MIAMI FL 33145

(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 as provided for in Chapter 608, F.S



(Signature)

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

Delaware

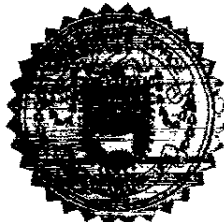
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASHBURY-HAIGHTS 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 THIRD DAY OF JUNE, A.D. 2003.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2448624

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DATE: 06-03-03