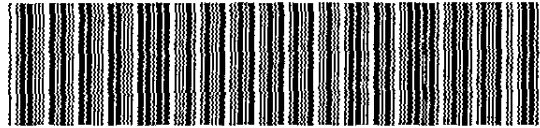


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400038229274

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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DEPARTMENT OF STATE
REGISTRATION DIVISIONS
TALLAHASSEE, FLORIDA

FILED
04 JUN 25 PM 4:01
SECURITY DIVISION
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

FILED
04 JUN 25 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 777393. 4367113
AUTHORIZATION : *Patricia Riggs*
COST LIMIT : \$ 125.00

ORDER DATE : June 25, 2004
ORDER TIME : 1:15 PM
ORDER NO. : 777393-030
CUSTOMER NO: 4367113
CUSTOMER: Georgina Popham
Nason Yeager Gerson White &
Suite 1200
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

FOREIGN FILINGS

NAME: 114 ACRES HOLDINGS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER: _____

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA

FILED
04 JUN 25 PM 4:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. 114 ACRES HOLDINGS, LLC
(Name of foreign limited liability company)

2. DELAWARE 3. APPLIED FOR
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. JUNE 23, 2004 5. PERPETUAL
(Date of Organization) (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. 7602 MARBLEHEAD LANE
PARKLAND, FLORIDA 33067
(Street address of principal office)

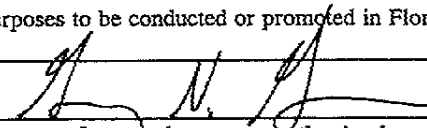
8. If limited liability company is a manager-managed company, check here

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

<u>Arthur J. Falcone</u>	<u>Jose R. Boschetti</u>
<u>7602 Marblehead Lane</u>	<u>2901 SW 8th Street, Suite 203</u>
<u>Parkland, Florida 33067</u>	<u>Miami, Florida 33135</u>

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 Investments


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.)
Gary N. Gerson, Authorized Representative
(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:

114 ACRES HOLDINGS, LLC

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

Gary N. Gerson

(Name)

1645 Palm Beach Lakes Blvd., Suite 1200

Florida street address (P.O. Box **NOT ACCEPTABLE**)

West Palm Beach, FL 33401

(City/State/Zip)

Having been named as registered agent 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 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.



Gary N. Gerson, Registered Agent

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

Delaware

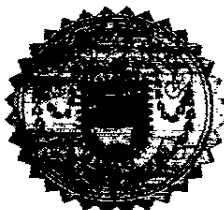
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "114 ACRES HOLDINGS, 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-FOURTH DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "114 ACRES HOLDINGS, LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF JUNE, A.D. 2004.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3820219 8300

AUTHENTICATION: 3194499

040467986

DATE: 06-24-04