

M04000004792

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000220189 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.
Account Number : 076402003516
Phone : (239)514-1000
Fax Number : (239)514-0377

RECEIVED
04 NOV -4 PM 12:58
DIVISION OF CORPORATIONS

FOREIGN LIMITED LIABILITY COMPANY

Naples Bay Resort Holdings, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

04 NOV -4 AM 10:47
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Naples Bay Resort Holdings, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Tara Friedman
(Name of Person)

Grant, Fridkin, Pearson, Athan & Crown, P.A.
(Firm/Company)

5551 Ridgewood Drive, Suite 501
(Address)

Naples, FL 34108
(City/State and Zip Code)

04 NOV -4 PM 10:47
SECRETARY OF STATE
DIVISION OF CORPORATIONS

For further information concerning this matter, please call:

Tara Friedman at (239) 514-1000
(Name of Person) (Area Code & Daytime Telephone Number)

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

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

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. Naples Bay Resort Holdings, LLC
(Name of Foreign Limited Liability Company)

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

4. October 4, 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, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 365 Fifth Avenue South, Suite 201,
Naples, Florida 34102
(Street Address of Principal Office)

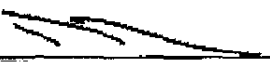
8. If limited liability company is a manager-managed company, check here

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

NBR Manager, LLC, 365 Fifth Avenue South, Suite 201, Naples, FL 34102

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: To engage in any lawful
act or activity for which limited liability companies may be organized.


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.)
Richard C. Grant

Typed or printed name of signer

NOV 4 10:47 AM '04
SECRETARY OF STATE
DIVISION OF CORPORATE & FINANCIAL SERVICES

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:

Naples Bay Resort Holdings, LLC

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

Richard C. Grant, Grant, Fridkin, Pearson, Athan & Crown, P.A.
(Name)

5551 Ridgewood Dr.
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Naples, FL 34108
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, Florida Statutes.


(Signature)

04
DIVISION OF CORPORATIONS
AM 10:47

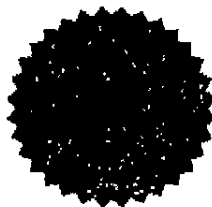
- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NAPLES BAY RESORT 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 FIFTH DAY OF OCTOBER, A.D. 2004.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3863837 8300

AUTHENTICATION: 3393093

040715620

DATE: 10-05-04