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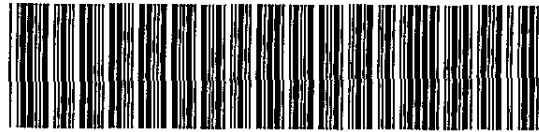
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WATERVLIT SHORES ASSOCIATES, L.L.C.
(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:

Kenneth B. Segel, Esq.
(Name of Person)

Segel, Goldman, Mazzotta & Siegel, P.C.
(Firm/Company)

9 Washington Square
(Address)

Albany, New York 12205
(City/State and Zip Code)

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TALLAHASSEE, FL

For further information concerning this matter, please call:

Nancy M. Greene, Esq. at (518) 452-0941
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 9, 2006

KENNETH B SEGEL ESQ
9 WASHINGTON SQUARE
ALBANY, NY 12205

SUBJECT: WATERVLIET SHORES ASSOCIATES, L.L.C.
Ref. Number: W06000006407

We have received your document for WATERVLIET SHORES ASSOCIATES, L.L.C. and your check(s) totaling \$130.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 106A00009583

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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. WATERVLIT SHORES ASSOCIATES, L.L.C.
(Name of Foreign Limited Liability Company)

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

4. JANUARY 5, 2006 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

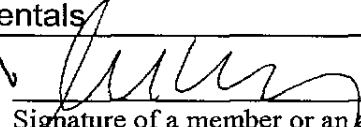
7. c/o TriCity Rentals, 255 Washington Avenue Extension, Albany, New York 12205
(Street Address of Principal Office)

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:
Norman Massry, TriCity Rentals, 255 Washington Avenue Extension, Albany, NY 12205

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 Rentals



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.)
NORMAN MASSRY

Typed or printed name of signee

FILED
05/10/06
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STATE OF FLORIDA

**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:

WATERVLIT SHORES ASSOCIATES, L.L.C.

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

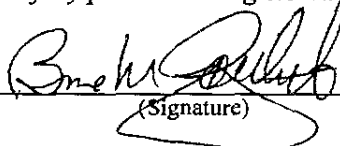
Bruce M. Gottlieb, Esq., Gottlieb & Gottlieb, Attorneys at Law
(Name)

125 North 46th Street

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

Hollywood, FL 33021-6601
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)

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

FILED
03 MAR -6 11:10:13
STATE
OF FLORIDA

**State of New York
Department of State } ss:**

I hereby certify, that WATERVLIET SHORES ASSOCIATES, L.L.C. a NEW YORK Limited Liability Company filed a Certificate of Conversion pursuant to the Limited Liability Company Law on 01/05/2006, and that the Limited Liability Company is existing so far as shown by the records of the Department.

I further certify, that no other documents have been filed by such Limited Liability Company.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 27th day of February
two thousand and six.*

A handwritten signature in black ink, appearing to read "Daniel Shapiro".

Daniel Shapiro
Special Deputy Secretary of State