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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

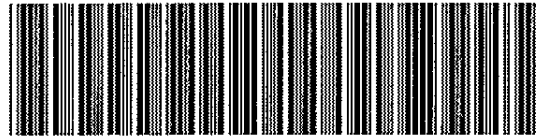
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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2006 SEP 20 PM 12:35

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# **BERKSHIRE**

**DEVELOPMENT, LLC**

September 19, 2006

Via Federal Express

Florida Department of State  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 322301

Re: Berkshire-Ocala, LLC

Dear Sir/Madam:

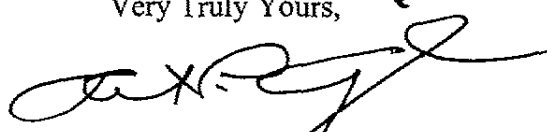
This letter is to notify you that the above-referenced limited liability company is hereby applying for registration to transact business in the State of Florida and, in compliance with such request; I have enclosed the following documents:

1. One (1) Florida Registration Section Cover Letter;
2. One (1) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
3. One (1) original Certificate of Good Standing issued by the Commonwealth of Massachusetts Secretary of State; and
4. One (1) check in the amount of \$160.00 representing the Filing Fee, one (1) Certified Copy, and one (1) Certificate of Status.

Please forward a copy of the date stamped Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, and original Certificate of Status to the attention of the undersigned in the enclosed Federal Express envelope.

Should you have any questions or comments, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very Truly Yours,



Robert P. Cunningham  
Chief Operating Officer

**BERKSHIRE DEVELOPMENT, LLC**

41 Taylor Street • Springfield, Massachusetts 01103  
Telephone: (413) 781-2800 • Facsimile: (413) 781-8888  
[www.BerkshireUSA.com](http://www.BerkshireUSA.com)

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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Berkshire-Ocala, 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:

Robert P. Cunningham  
(Name of Person)

Berkshire Development, LLC  
(Firm/Company)

41 Taylor Street, 4th Floor  
(Address)

Springfield, MA 01103  
(City/State and Zip Code)

For further information concerning this matter, please call:

Robert P. Cunningham at ( 413 ) 781-2800  
(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

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 TALLAHASSEE, FLORIDA

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. Berkshire-Ocala, LLC (Name of Foreign Limited Liability Company)

2. Massachusetts (Jurisdiction under the law of which foreign limited liability company is organized) 3. 20-4398321 (FEI number, if applicable)

4. February 27, 2006 (Date of Organization) 5. Perpetual (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. 41 Taylor Street, 4th Floor Springfield, MA 01103 (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:

Berkshire Development, LLC 41 Taylor Street, 4th Floor Springfield, MA 01103

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:

See "Exhibit A" attached hereto

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.) Robert P. Cunningham, Chief Operating Officer of Berkshire Development, LLC, its Manager Typed or printed name of signee

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Exhibit A

To acquire by purchase, exchange, lease, or otherwise, and to own, use, hold, sell, convey, lease, mortgage, work, improve, develop, divide, create security interest in, pledge, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein, whether as principal, agent or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, leasing, and operating real and personal property of any and all kinds.

The LLC shall possess and may exercise all the powers and privileges granted by the laws of the Commonwealth of Massachusetts to a limited liability company organized under Chapter 156C or by any other law or by the operating agreement, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business, trade, profession, purposes or activities of the limited liability company.

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**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:

Berkshire-Ocala, LLC

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

CT Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL 33324

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)

LAUREN M. KREATZ,  
SPECIAL ASSISTANT SECRETARY

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

2006 SEP 20 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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William Francis Galvin  
Secretary of the  
Commonwealth

# *The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

September 18, 2006

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of registration of a Limited Liability Company was filed in this office by

**BERKSHIRE-OCALA, LLC**

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **FEBRUARY 27, 2006.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that, said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are: **BERKSHIRE DEVELOPMENT, LLC**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **BERKSHIRE DEVELOPMENT, LLC**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **BERKSHIRE DEVELOPMENT, LLC**

In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

