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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:

mpany" or their abbreviations "L	L.C." or "L.C." if	not so contained in the name at pre	sent.)
laware		36-4196688	
furisdiction under the law of whicompany is organized)	h foreign limited	liability (FEI number, if ap	plicable)
ecember 28, 1998		Perpetual	
(Date of Organization	1)	(Duration: Year limited liability cease to exist or "perpetual")	company will
Upon Qualification		1	
(Date first transacted	business in Florid	da. (See sections 608.501, 608.502	and 817.155, F.S.)
70 W. Madison Street Sui	te 4030		
Chicago, IL 60602			
	(Street add	fress of principal office)	
ist name title and business	•	• •	r manager IMGR1 v
ist name, title, and business a ill manage the foreign limite	iddress of each	managing member [MGRM] o pany in Florida: (attach addition) NAME & ADDRESS:	r manager [MGR] v nal page if necessar TITLE:
vill manage the foreign limite	address of each d liability comp	managing member [MGRM] o pany in Florida: (attach additio	onal page if necessar
vill manage the foreign limite NAME & ADDRESS:	address of each d liability comp	managing member [MGRM] o pany in Florida: (attach additio	onal page if necessar
vill manage the foreign limite NAME & ADDRESS: Hometown America L.L.C.	address of each d liability comp	managing member [MGRM] o pany in Florida: (attach additio	onal page if necessar
vill manage the foreign limite NAME & ADDRESS: Hometown America L.L.C. 70 W. Madison ST.	address of each d liability comp	managing member [MGRM] o pany in Florida: (attach additio	onal page if necessar
vill manage the foreign limite NAME & ADDRESS: Hometown America L.L.C. 70 W. Madison ST. Suite 4030	address of each d liability comp	managing member [MGRM] o pany in Florida: (attach additio	onal page if necessar
ill manage the foreign limite NAME & ADDRESS: Hometown America L.L.C. 70 W. Madison ST. Suite 4030	address of each d liability comp	managing member [MGRM] o pany in Florida: (attach additio	onal page if necessar
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vill manage the foreign limite NAME & ADDRESS: Hometown America L.L.C. 70 W. Madison ST. Suite 4030	address of each d liability comp	managing member [MGRM] o pany in Florida: (attach additio	TITLE: 98 DEC 31
vill manage the foreign limite NAME & ADDRESS: Hometown America L.L.C. 70 W. Madison ST. Suite 4030	address of each d liability comp	managing member [MGRM] o pany in Florida: (attach additio	TITLE: — —— 98 DEC 3

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A hotocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "CONTINENTAL HOMETOWN COUNTRY,

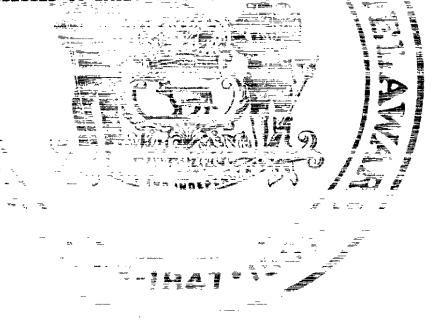
L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE

AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE

RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF

DECEMBER, A.D. 1998.

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



Edward J. Freel, Secretary of State

AUTHENTICATION:

9495856

2984552 8300

981508177

DATE:

12-30-98

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:
	Continental Hometown Country, L.L.C.
2.	The name and the Florida street address of the registered agent and office are:
	C T CORPORATION SYSTEM
	(Name)
	1200 South Pine Island Road Florida street address (P.O. Box NOT ACCEPTABLE)
	Plantation FL 33324 (City/State/Zip)
liabi agen relat	ing been named as registered agent and to accept service of process for the above stated limited lity company at the place designated in this certificate, I hereby accept the appointment as registered at and agree to act in this capacity. I further agree to comply with the provisions of all statutes ing to the proper and complete performance of my duties, and I am familiar with and accept the gations of my position as registered agent.
C T	CORPORATION SYSTEM
	(Signature)
Jame	es M. Halpin, Assistant Secretary

Filing Fee: \$35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

Th	e undersigned member or authorized representative of a member of <u>continental</u> f	iomecowii				
<u>c</u>	certifies:	,				
1)	the above named limited liability company has at least two members;					
2)	the total amount of cash contributed by the member(s) is	\$8,900,000.00				
	if any, the agreed value of property other than cash contributed by member(s) is (A description of the property is attached and made a part hereto.) and	\$;				
4)		\$8,900,000.00				
	"See Attached Signature Page"					
	Signature of a member or authorized representative of a member (In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)	er.				
	Typed or printed name of signee					

Filing Fee: \$250.00 for Application and Affidavit

CONTINENTAL HOMETOWN COUNTRY, L.L.C.

By: HOMETOWN AMERICA, L.L.C., a Delaware Limited Liability Company

Its sole member

By: Hometown America Communities, Inc., as

Manager

By: Vincent W. McBrien

Vice Chairman